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LAW OFFICES OF

MILLER & WU, P.L.

301 NORTH FERNGREEK AVENUE  
ORLANDO, FLORIDA 32803

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華語電話 (407) 898-1800  
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ADDITIONAL OFFICE LOCATIONS

GAINESVILLE, FLORIDA  
1ST STREET LEGAL CENTER

CHIEFLAND, FLORIDA  
LEVY OFFICE COMPLEX

米樂 律師  
STEPHEN K. MILLER, ESQ.  
LICENSED IN FL & DC...

November 20, 1999

Department of State  
Registration Section  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Incorporation of CHI-TASI HOTEL, LLC.

300003055523--6  
-11/29/99--01105--017  
\*\*\*\*160.00 \*\*\*\*160.00

Dear Sir or Madam:

At the request of our client, Mr. Cheng-Chi Chen, we are sending you the following documents to initiate the process of incorporation of CHI-TSAI HOTLE, LLC.:

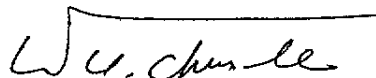
1. an original and one (1) copy of Article of Organization for Chi-Tsai Hotel, LLC., Affidavit of Membership and Contribution, and Certificate of Designation of Registered Agent/Registered Office, and
2. a check in the amount of \$160.00.

W99-27653

After your process, please kindly forward a certified copy and the Certificate of Status to our above listed address. If you have any question or concerns about this matter, please do not hesitate to call us at (407)898-1800.

Thank you, in advance, for your cooperation and attention to this matter.

Sincerely,



Chun-te Wu, Esq. (Mark)



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 3, 1999

MILLER & WU, P.A.  
301 NORTH FERNCREEK AVE.  
ORLANDO, FL 32803

SUBJECT: CHI-TASI HOTEL, LLC  
Ref. Number: W99000027653

We have received your document for CHI-TASI HOTEL, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt  
Document Specialist

Letter Number: 599A00057185

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**MILLER & WU, P.L.**  
301 NORTH FERNGREEK AVENUE  
ORLANDO, FLORIDA 32803

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ADDITIONAL OFFICE LOCATIONS

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LEVY OFFICE COMPLEX

米樂 律師  
STEPHEN K. MILLER, ESQ.  
LICENSED IN FL & DC

December 14, 1999

Department of State  
Registration Section  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Incorporation of CHI-TSAI HOTEL, LLC.

Dear Sir or Madam:

At the request of our client, Mr. Cheng-Chi Chen, we are sending you the following modified documents for the incorporation of CHI-TSAI HOTEL, LLC.:

1. An original and one (1) copy of Article of Organization for CHI-TSAI HOTEL, LLC., and Certificate of Designation of Registered Agent/Registered Office, and
2. A copy of a letter, Letter Number: 599A00057185, from Agnes Lunt, Document Specialist, of your department, dated December 3, 1999.

After your process, please kindly forward a certified copy and the Certificate of Status to our above listed address. If you have any question or concerns about this matter, please do not hesitate to call us at (407)898-1800.

Thank you, in advance, for your cooperation and attention to this matter.

Sincerely,



Chun-te Wu, Esq. (Mark)

**ARTICLES OF ORGANIZATION  
OF  
CHI-TSAI HOTEL, LLC.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I -- NAME**

The name of the limited liability company shall be CHI-TSAI HOTEL, LLC. ("Company").

**ARTICLE II -- ADDRESS**

The mailing address and street address of the principal office of the company shall be 3300 W. Colonial Drive, Orlando, FL 32808.

**ARTICLE III -- DURATION**

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual.

**ARTICLE IV -- REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the State of Florida are:

CHENG-CHI CHEN  
3300 W. Colonial Drive  
Orlando, FL 32808

**ARTICLE V -- CAPITAL CONTRIBUTIONS**

The members of the company shall contribute to the capital of the company the cash or property as provided in the operating agreement.

**ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

**ARTICLE VII -- ADMISSION OF NEW MEMBERS**

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her

the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

**ARTICLE VIII -- MEMBERS' RIGHT TO CONTINUE BUSINESS**

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by majority vote of all the remaining members.

**ARTICLE IX -- MANAGEMENT**

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are:

<u>NAME</u>	<u>ADDRESS</u>
Cheng-Chi Chen	3300 W. Colonial Drive, Orlando, FL 32808
Pi-Tsai Chen	3300 W. Colonial Drive, Orlando, FL 32808

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Orlando, Florida, on this 6th day of October, 1999.

*Cheng-Chi Chen*  
Cheng-Chi Chen

*Pi-Tsai Chen*  
Pi-Tsai Chen

Sworn to and subscribed before me this 6th day of October, 1999, by Cheng-Chi Chen and Pi-Tsai Chen.



Chun-te Wu  
My Commission CC625351  
Expires March 02, 2001

*Wu-chun-te*  
Notary Public -- State of Florida  
Chun-te Wu

Personally Known  OR Produced Identification .....  
Type of Identification Produced .....

**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.414 or 608.507, CHI-TSAI HOTEL, LLC., submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is CHI-TSAI HOTEL, LLC.
2. The name and street address of the registered agent in Florida are:

CHENG-CHI CHEN  
3300 W. Colonial Drive  
Orlando, FL 32808

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the articles of organization of CHI-TSAI HOTEL, LLC., as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.



CHENG-CHI CHEN  
Registered Agent