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REFERENCE

754061

4311473

AUTHORIZATION

COST LIMIT

ORDER DATE: June 16, 2004

ORDER TIME : 11:40 AM

ORDER NO. : 754061-005

CUSTOMER NO: 4311473

CUSTOMER: Maritza Villar, Legal Asst

Stearns Weaver Miller Suite 2200, Museum Tower 150 West Flagler Street

Miami, FL 33130

FOREIGN FILINGS

NAME: CARDEL HOSPITALITY, LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX __ CERTIFIED COPY

CONTACT PERSON: Amanda Haddan -- EXT# 2955

EXAMINER:

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

In compliance with Section 608.503, Florida Statutes, the following is submitted to register a foreign limited liability company to transact business in the State of Florida:

- 1. The name of the limited liability company: CARDEL HOSPITALITY, LLC
- 2. Jurisdiction under the law of which the foreign limited liability company was formed:

 Delaware
- 3. Federal identification number: Not applicable
- 4. Date of organization: May 28, 2003
- 5. Duration: year limited liability company will cease to exist or "perpetual": Perpetual
- 6. The limited liability company will commence transacting business upon the filing of this Application with the Florida Department of State.
- 7. Street address of the limited liability company's principal office:

c/o Driftwood Ventures, Inc. 1001 N. U.S. Hwy. 1 Suite 800 Jupiter, FL 33477

- 8. If limited liability company is a member-managed company, check here
- 9. The name and usual business addresses of the managing members or managers are as follows:

Driftwood Hospitality Management, LLC 1001 N. U.S. Hwy. 1 Suite 800 Jupiter, FL 33477

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida:

The purpose of the limited liability company shall be to engage in any lawful business that may be engaged in by a limited liability company organized under the Act, as such business activities may be determined by the Member from time to time.

Signature of a member or an authorized representative of a member

Typed or printed name of signee

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, <u>Florida Statutes</u>, the undersigned submits the following statement to designate a registered office and registered agent in the State of Florida.

- 1. The name of the Company is Cardel Hospitality, LLC
- 2. The name and street address of the registered agent and office are:

Robert I. Weissler 2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, the undersigned hereby 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 its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: June 17, 2004

Robert I. Weissler

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CARDEL HOSPITALITY, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF JUNE, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CARDEL HOSPITALITY, LLC" WAS FORMED ON THE TWENTY-EIGHTH DAY OF MAY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



Warriet Smith Windson, Secretary of State

AUTHENTICATION: 3153023

DATE: 06-04-04

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