

200301

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Admitted in FL, WI & NY

September 13, 2001

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(305) 445-2493
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(305) 569-7722

Via Federal Express

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Carnicon-Venezuela Hotel Consultants, LC; Reinstatement of Administratively
Dissolved Company; Document No. 200301; Dissolved Effective October 14,
1999

Dear Sir/Madam:

I enclose the following:

1. Restated and Amended Articles of Organization for Carnicon-Venezuela Hotel Consultants, LC.
2. Uniform Business Report form completed for reinstatement of Carnicon Venezuela Hotel Consultants, LC. previously administratively dissolved.
3. Check in the amount of \$185.00 reflecting the following:

(i)	Filing fee for 1999	\$ 50.00
(ii)	Filing fee for 2000	\$ 50.00
(iii)	Filing fee for 2001	\$ 50.00
(iv)	Reinstatement fee	\$100.00
(v)	Certified copy of Articles	\$ 30.00
(vi)	Certificate of Status as Reinstated Limited Liability Company	\$ 5.00
Total		\$285.00

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****285.00 *****30.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please show the reinstatement effective as of the 14th of September which should be the date on which you receive these documents. Should you have any additional requirements, filing fees, please communicate with me. Also please forward the Certified Copy and Certificate to my attention by return Federal Express, a return mailer being attached hereto.

Thank you for your kind assistance.

Sincerely,

Arvin Peltz

AP/bjc
enclosures

cc:Wyndham International, Lorna Karnan, Legal Department, Via Facsimile, (214) 863-1986

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FF \$ 25.00
Cents 5.00

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**RESTATED AND AMENDED ARTICLES OF ORGANIZATION
OF
CARNICON-VENEZUELA HOTEL CONSULTANTS, LLC,
a Florida limited liability company**

**ARTICLE I
NAME**

The name of this Limited Liability Company is Carnicon-Venezuela Hotel Consultants, LLC (hereafter also referred to as the "Company").

**ARTICLE II
DURATION**

The Company has commenced its existence on October 1, 1990, and shall exist for a period of thirty (30) years.

**ARTICLE III
PURPOSE**

The Company is created for the purpose of owning, operating and developing hotels, resorts and other real estate and related businesses, and to engage in any other businesses as permitted by law.

**ARTICLE IV
PLACE OF BUSINESS, REGISTERED OFFICE, and MAILING ADDRESS**

The principal place of business of the Company is 1950 Stemmons Freeway, Suite 6001, Dallas, Texas 75207, and such other place or places as the Members may determine from time to time.

The registered office of the Company is 1950 Stemmons Freeway, Suite 6001, Dallas, Texas 75207, and such other place or places as the Members may determine from time to time.

The mailing address of the Company is 1950 Stemmons Freeway, Suite 6001, Dallas, Texas 75207, and such other place or places as the Members may determine from time to time.

**ARTICLE V
MEMBERS**

Effective June 30, 1998, CSMC Management Services Inc. (now known as CRC Holdings, Inc.), Florida Charter # M62142, has withdrawn as a Member and the successor Members of the Company (the "Members"), effective June 30, 1998, are:

- | | | |
|--|----------|--|
| (1) CHC Hotels & Resorts Corp.,
a Florida corporation | Address: | 1950 Stemmons Freeway, Suite 6001
Dallas, Texas 75207 |
| (2) Carnicon Holdings Corp.,
a Florida corporation | Address: | 1950 Stemmons Freeway, Suite 6001
Dallas, Texas 75207 |

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ARTICLE VI
CONTRIBUTIONS TO CAPITAL

The initial capital of the Company is restated to consist of the sum of One Thousand Dollars and No Cents (\$1,000.00) which capital accounts reflect contributions by the Members in the following amounts:

		<u>%</u>	<u>Amount</u>
1)	CHC Hotels & Resorts Corp.	50%	\$500.00
2)	Carnicon Holdings Corp.	50%	\$500.00

Members shall not be entitled to receive interest on their contributions to capital.

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ARTICLE VII
MANAGEMENT OF BUSINESS

Except as otherwise provided in these Restated and Amended Articles of Organization, all Members shall have equal rights in the management or conduct of the Company, pursuant to specific rules regarding rights and duties of Members enumerated in the regulations or operating agreement of the Company (the "Regulations"), which are incorporated by reference. Decisions, unless otherwise provided, shall be by majority vote, each Member having a vote proportionate to its interest in the Company. The Members may from time to time elect managers of the Company to conduct the business affairs of the Company ("Managers").

The Managers may be Members or non-Members. If any Member is a corporation, a Manager need not be an officer, director or shareholder of any such corporation.

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ARTICLE VIII
REGULATIONS

The Members of the Company hereby adopt the Regulations containing all provisions for the regulation and management of the Company not inconsistent with Law or these Articles of Organization.

The power to alter, amend or repeal the Regulations shall be vested in the Members of the Company if decided by a fifty percent (50%) majority vote.

ARTICLE IX
PROPERTY

Real or personal, tangible or intangible, property originally brought into or transferred to the Company, or acquired by the Company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of the Company.

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ARTICLE X
MEETING OF MEMBERS

Annual meetings of the Members shall be held within thirty (30) days after the close of the Company's fiscal year at such time and place selected by the Members. Special meetings may be called in accordance with the requirements set forth in the Regulations. Notice of special meetings shall be by mail to each Member. Attendance at a meeting constitutes a waiver of notice.

Minutes shall be kept of all regular and special meetings.

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ARTICLE XI
TRANSFERABILITY OF MEMBERS INTEREST

A Member's interest in the Company may be transferred only with the unanimous written consent of all the remaining Members if the transferee intends to become a Member. Without this consent, the transferee shall not be entitled to become a Member or to participate in the management of the Company, but shall be entitled only to the share of profits, other compensation or return of contributions to which the transferor otherwise would be entitled.

Transferability of Members' interests shall be governed by the provisions of F.S. 608.432.

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ARTICLE XII
PROFITS, LOSSES AND EXPENSES

Profits and losses generated by the business of the Company shall be passed through to the Members in their proportionate share pursuant to Article VI above.

The Members recognize that each will incur expenses on behalf of the Company in the furtherance of Company business. The Members shall, therefore, from time to time agree upon which type of expenses each Member will be responsible for, rather than an allocation strictly based on their proportionate share pursuant to Article VI above. To the extent that a Member incurs expenses pursuant to the agreements reached between the Members as to such types of expenses, pursuant to this Article XII, on behalf of the Company, such expenses shall be specifically allocated to such Member.

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ARTICLE XIII
ADMISSION OF NEW MEMBERS

Additional Members may be admitted from time to time with the unanimous written consent of the Members on such terms and conditions as are set forth by a two-thirds majority of the Members.

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ARTICLE XIV
WITHDRAWAL, RETIREMENT, DISSOLUTION,
DEATH, BANKRUPTCY OR EXPULSION

In the event of withdrawal, retirement, dissolution, death, bankruptcy or expulsion of a Member, the Company shall terminate and be dissolved unless the Members shall unanimously elect to remain in existence and continue in business pursuant to the applicable provisions of the Regulations.

ARTICLE XV
WITHDRAWAL OR RETIREMENT OF MEMBER

In the event any Member desires to withdraw or retire from the Company, or becomes disabled so that such member is unable to fulfill its obligations to the Company as specified in these Articles, the Member shall give sixty (60) days' notice of its intention in writing by return receipt mail to the other Members at the last known address of each Member. If any Member (if an individual) is adjudged incompetent, his guardian shall give notice thereof to each of the other Members in the same manner.

ARTICLE XVI
EXPULSION OF MEMBER

A) Grounds for Expulsion: Any Member may be expelled from Membership in the Company by a majority vote of the other Members on the following grounds:

- (1) Failure of a Member to make, when due, any contribution required to be made under the terms of this agreement, when such failure has continued for a period of thirty (30) days after written notice thereof;
- (2) Failure to fulfill any other obligation to the Company as specified in these Articles, when such failure has continued for a period of thirty (30) days after written notice thereof;
- (3) Adjudication of the Member as incompetent or if a Member is a corporation, the voluntary or involuntary dissolution of the Member corporation;
- (4) Disability of the Member to the extent that he is unable to fulfill his obligations to the Company as specified in these Articles;
- (5) The making of an assignment for the benefit of creditors, the filing of a petition under the National Bankruptcy Act or under any similar law or statute of the United States or any state thereof, or the adjudication of the Member as a bankrupt or insolvent in proceedings filed against such Member under any such act or statutes; or
- (6) Any unlawful act causing damage to the Company.

B) Notice: On the occurrence of any event listed in subparagraph (a) of this Article, the defaulting Member may be expelled from membership in the Company by a majority vote of the other Members upon giving the defaulting Member fifteen (15) days' notice of expulsion. The notice shall briefly state the grounds for the expulsion.

ARTICLE XVII
DISSOLUTION, WINDING UP, LIQUIDATION

A) Causes of Dissolution: The Company shall be dissolved on the occurrence of any of the following events, unless the remaining Members unanimously give their written consent to the continuance of the Company:

- (1) Termination of the term of existence specified herein, provided it is less than thirty (30) years.
- (2) Withdrawal, retirement or expulsion of a Member.
- (3) Death, disability (or if a corporation, dissolution) or bankruptcy of a Member.
- (4) Unanimous written consent of the Members.

B) Right to Continue Business: The remaining Members of the Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event that terminates the continued membership of a Member in the Company.

C) Payment if Company is Continued: If the remaining Members elect to continue the Company business under subparagraph (B) of this Article, they shall pay to the retiring, withdrawing or expelled Member, or to the estate of the deceased, the value of such Member's interest, as determined by subparagraph (D) of this Article, as of the date of the events enumerated in subparagraph (A). Payment shall be made within three (3) months.

D) Value of Member's Interest: The value of a Member's interest in the Company shall be computed by (1) adding the totals of (a) its capital account, (b) its income account, and (c) any other amounts owed to it by the Company; and (2) subtracting from the sum of the above totals the sum of the total of any amount owed by such Member to the Company without interest thereon.

E) Winding Up and Liquidation: On dissolution of the Company, if the Company business is not continued pursuant to subparagraph (B) of this Article, it shall be wound up and liquidated as quickly as circumstances will allow. The assets of the Company shall be applied to Company liabilities in the following order:

- (1) Amounts owing to creditors other than Members.
- (2) Amounts owing to Members other than for capital and profits.
- (3) Amounts owing to Members in respect to capital.
- (4) Amounts owing to Members in respect to profits.

ARTICLE XVIII
NOTICE TO MEMBERS

All notices to the Members of the Company pursuant to these Articles shall be deemed effective when given by personal delivery or by the mailing by return receipt.

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ARTICLE XIX
AMENDMENTS

281 These Articles, except with respect to the vested rights of the Members, may be
282 amended from time to time by unanimous consent of the Members, and the amendments
283 shall be filed, duly signed by all Members of the Company, with the Florida Department of
284 State.

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ARTICLE XX
MANAGERS

281 Each Member may elect at least one Manager. The Member, CHC Hotels & Resorts
282 Corp. and Carnicon Holdings Corp. are deemed Managing Members, with authority to act in
283 the manner of any Manager. The current individual Managers elected by the Members are:

- | | | | |
|-----|------------------|----------|-----------------------------------|
| 285 | 1. Fred Kleisner | Address: | 1950 Stemmons Freeway, Suite 6001 |
| 286 | | | Dallas, Texas 75207 |
| 287 | 2. Ted Tang | Address: | 1950 Stemmons Freeway, Suite 6001 |
| 288 | | | Dallas, Texas 75207 |
| 289 | 3. Rick Smith | Address: | 1950 Stemmons Freeway, Suite 6001 |
| 290 | | | Dallas, Texas 75207 |
| 291 | 4. Judy Hendrick | Address: | 1950 Stemmons Freeway, Suite 6001 |
| 292 | | | Dallas, Texas 75207 |
| 293 | 5. John Bohlmann | Address: | 1950 Stemmons Freeway, Suite 6001 |
| 294 | | | Dallas, Texas 75207 |
| 295 | 6. John Morse | Address: | 1950 Stemmons Freeway, Suite 6001 |
| 296 | | | Dallas, Texas 75207 |
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299 The Managers so elected shall perform the duties and responsibilities fixed by the
300 Regulations and shall serve until their respective successors are chosen.

301
302 The Managers of the Company are authorized, empowered and directed by the
303 Members, having so elected, to manage the business affairs of the Company. Contracts,
304 deeds, documents and instruments may be executed by the Managers, on behalf of the
305 Members.

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ARTICLE XXI
REGISTERED AGENT

The initial and current Registered Agent of the Company continues to be Arvin Peltz,
3250 Mary Street, Suite 500, Miami, Florida 33133.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization
on the 13th of Sept, 2001.

Member:
CHC Hotels & Resorts Corp.

By: Arvin Peltz, as Vice President

Witnesses:

Susan Madrid
Print Name: Susan Madrid

Brenda J. Clark
Print Name: BRENDA J. CLARK

Member:
Carnicon Holdings Corp.

By: Arvin Peltz, as Vice President

Witnesses:

Susan Madrid
Print Name: Susan Madrid

Brenda J. Clark
Print Name: BRENDA J. CLARK

ACCEPTANCE OF RESIDENT AGENT

The undersigned, Arvin Peltz of 3250 Mary Street, Suite 500, Miami, Florida 33133, having
been named originally as the Resident Agent of the Company, to accept service of process within
the State of Florida for the Company at the place designated above, hereby agrees to act in this
capacity and agrees to comply with the provisions of all statutes relative to the proper and
complete performance of his duties.

Signed this 13th day of Sept, 2001.

Arvin Peltz

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TALLAHASSEE, FLORIDA

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