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LIMITED LIABILITY AMENDMENT

EUROPEAN HOTELS REPRESENTATIONS, L.C.

L96-1161

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AMENDED AND RESTATED ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization were adopted effective July 15, 1999 by the members pursuant to section 608.408, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Organization was approved by the members by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Organization supersede the original Articles of Organization, as amended.

Article I. Name

If no old name is listed below, the name of this Florida limited liability company has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: European Hotels Representations, L.C.
Old Name:

Article II. Date of Articles of Organization

The Company's original Articles of Organization were filed on November 4, 1996.

Article III. Duration

The duration of the Company shall be perpetual unless the Company dissolves in accordance with the provisions of the Company's Regulations or these Articles of Organization.

Article IV. Address

The mailing address and the street address of the principal office of the Company is:

European Hotels Representations, L.C.
1200 Euclid Avenue, Suite 207
Miami Beach FL 33130

Juris Magister Corporate Services
1221 Brickell Avenue, Suite 1100
Miami FL 33131
305-373-5802

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Article V. Registered Agent

The name and address of the registered agent of the Company is:

Luis Agramunt
1221 Brickell Avenue, Suite 1100
Miami FL 33131

Article VI. Percentage Interest; Membership Certificate

The profits and losses of the Company shall be allocated to the members in accordance with and in proportion to each member's Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of

Units owned by all of the members), unless otherwise provided in the Regulations of the Company. A member's interest in the Company may be evidenced by a Membership Certificate issued by the Company.

Article VII. Dissolution

The Company shall be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the Company for any reason, unless the business of the Company is continued by the consent of all the remaining members of the Company within 30 days after any of these events.

Article VIII. Transferability of Member's Interest

No member shall have the right to assign the member's interest in the Company without the written agreement of a majority of the Units. If a majority of the Units do not approve the assignment, the assignee shall have no right to become a member, to participate in the management of the Company or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

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Article IX. Management

The management of the Company is reserved to the managers. The name and address of each manager is:


- DAVID MARANZANA
1200 Euclid Avenue, Suite 207 Miami Beach FL 33130
 - BRIQUITE ZUBLIN
1200 Euclid Avenue, Suite 207 Miami Beach FL 33130
 - RHI REPRESENTACIONES HOTELERAS INTERNACIONALES, S.A
1200 Euclid Avenue, Suite 207 Miami Beach FL 33130
-
-
-
-

Article X. Company Existence

The Company's existence will begin effective upon the filing date of the original Articles of Organization.

The undersigned executed these Amended and Restated Articles of Organization on the date shown below.

European Hotels Representations, L.C.

By: 
by ~~an authorized officer~~ in fact

Name: David Maranzana

Title: Member

Date: July 15, 1999

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

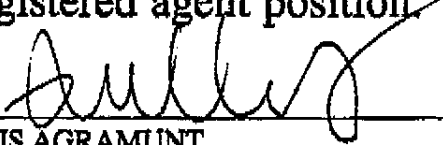
CORPORATION:

European Hotels Representations, L.C.

REGISTERED AGENT/OFFICE:

**Luis Agramunt
1221 Brickell Avenue, Suite 1100
Miami FL 33131**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



LUIS AGRAMUNT
by L.A. Uriarte as attorney-in-fact

Date: July 21, 1999

**Juris Magister Corporate Services
1221 Brickell Avenue, Suite 1100
Miami FL 33131
305-373-5802**

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

LIMITED LIABILITY COMPANY:
European Hotels Representations, L.C.

The undersigned deposes and says:

1. The above named Company has at least one member.
2. The total amount of initial cash contributed by the members is \$10.00.
3. The agreed value of property other than cash contributed by the members is zero.
(If the members contributed property other than cash, a description of the property is attached.)
4. The total amount of cash or property anticipated to be contributed by the members is \$900,000,000.00 or less.



AUTHORIZED REPRESENTATIVE OF A MEMBER:
JURIS MAGISTER CORPORATE SERVICES
Luis Agramunt President
by L.A. Uriarte as attorney-in-fact

Date: July 21, 1999

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