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TALLAHASSEE, FLORIDA

J BRYAN FEB - 3 2003



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 914606 7365853

AUTHORIZATION :

Patricia Piguet

COST LIMIT : \$ 125.00

ORDER DATE : January 30, 2003

ORDER TIME : 10:0 AM

ORDER NO. : 914606-001

CUSTOMER NO: 7365853

CUSTOMER: Mr. Fredy M. Dellis
Mr. Fredy M. Dellis

7180 East Lago Drive

Coral Gables, FL 33143-6512

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DOMESTIC FILING

NAME: RESORTS OF THE WORLD LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

RESORTS OF THE WORLD LLC

ARTICLE II - Address:

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

7180 EAST LAGO DRIVE, CORAL GABLES, FL 33143-6512

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

Corporation Service Company

 Name

1201 Hays Street

 Florida street address (P.O. Box **NOT** acceptable)

Tallahassee FL 32301

 City, State, and Zip

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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, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Corporation Service Company
 By: Deborah D Skipper Deborah D. Skipper
 Registered Agent's Signature Asst. V. Pres.

(An additional article must be added if an effective date is requested)

Deborah D Skipper
 Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

DEBORAH D. SKIPPER

 Typed or printed name of signee

- Filing Fees:**
- \$100.00 Filing Fee for Articles of Organization
 - \$ 25.00 Designation of Registered Agent
 - \$ 30.00 Certified Copy (Optional)
 - \$ 5.00 Certificate of Status (Optional)

RESORTS OF THE WORLD LLC

Exdel Corporation - Manager
7180 East Lago Drive
Coral Gables, Fl 33143-6512

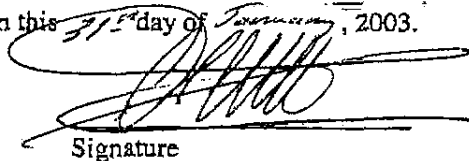
Mrs. Maria Pina - Manager
6425 Montgomery Drive
Pinecrest, Fl 33156

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TALLAHASSEE, FLORIDA

LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Company ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of RESORTS OF THE WORLD LLC the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this 31st day of January, 2003.

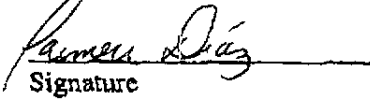


Signature

FREDY M. DELLIS

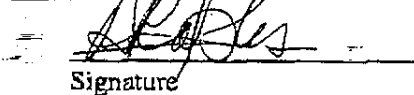
Print Name of Signer

WITNESS:


Signature

CARMEN DIAZ
Print Name of Witness

WITNESS:


Signature

ANABELYS ROBLES
Print Name of Witness

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