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LIMITED LIABILITY COMPANY

Alys Beach Resorts, LLC

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**ARTICLES OF ORGANIZATION OF
ALYS BEACH RESORTS, LLC**

The undersigned, RICHARD L. BOZZELLI, a natural person competent to contract and authorized representative of Alys Beach Resorts, LLC hereby presents these Articles of Organization for the formation of a limited liability company under the provisions of Chapter 608, Florida Statutes.

ARTICLE I - NAME

The name of the limited liability company is:

ALYS BEACH RESORTS, LLC

ARTICLE II - PRINCIPAL OFFICE ADDRESS

The street address of the principal office of the limited liability company is 2993 County Road 395, Santa Rosa Beach, Florida 32459. The mailing address of the limited liability company is P.O. Box 1943, Birmingham, Alabama 35201-1943.

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ARTICLE III - PURPOSES AND POWERS

This limited liability company is organized for any legal and lawful purpose for which a limited liability company may be organized and may exercise all powers and rights, which a limited liability company may exercise under the Florida Limited Liability Company Act.

ARTICLE IV - TERM OF EXISTENCE

This limited liability company shall have a perpetual existence.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this limited liability company shall be 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the initial registered agent of this limited liability company at that address is CT Corporation System.

ARTICLE VI - MANAGING MEMBER

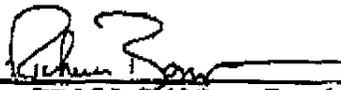
The name and address of the sole member is as follows:

EBSCO Gulf Coast Development, Inc.
5724 Highway 280 East
Birmingham, Alabama 35242

ARTICLE VII - AMENDMENT

The company reserves the right to amend these Articles of Organization or any amendment thereto from time to time by the vote of its sole member in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization on the 3rd day of November, 2004.


By: EBSCO Gulf Coast Development, Inc.,
its Member, by its Officer,
Richard L. Bozzelli
Vice President and Treasurer

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REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of ALYS BEACH RESORTS, LLC. Further, I am familiar with and accept the duties and obligations of such designation.

CT Corporation System:

By: Dale W. Morris
Name: DALE W. MORRIS
Its: ASSISTANT VICE PRESIDENT
Date: 11-4-04