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Jonathan H. Goodman, P. A.
Attorney at Law
1377 Cassat Avenue
Jacksonville, Florida 32205
Phone (904) 389-1346 Fax (904) 389-7651

January 14, 2005

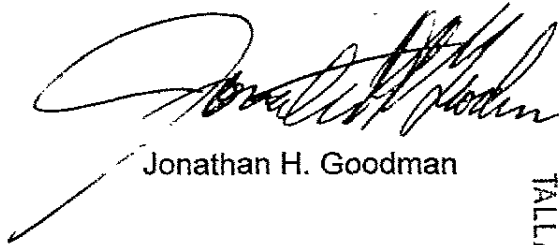
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: OCEAN TRACE RESORT, LLC

Dear Sir/Madam:

Please find enclosed an original and one copy of the Articles of Organization and Certificate of Designation of Registered Agent/Registered Office on the above-named limited liability company, together with a check in the amount of \$125.00 to cover filing, designation and certified copy.

Very truly yours,



Jonathan H. Goodman

JHG/lwb

Enclosures

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ARTICLES OF ORGANIZATION
OF
OCEAN TRACE RESORT, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F. S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be Ocean Trace Resort, LLC, ("company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is 6209 West 138th Street, Overland Park, Kansas 66223.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual.

ARTICLE IV - REGISTERED OFFICE AND AGENT

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

Jonathan H. Goodman, P.A.
1377 Cassat Avenue
Jacksonville, Florida 32205

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ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE VI ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

ARTICLE VII - ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII - MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by majority vote of all the remaining members.

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ARTICLE IX - MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is Albert M. Bedran, 6209 West 138th Street, Overland Park, Kansas 66223.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Jacksonville, Duval County, Florida this 14 day of January, 2005.

Albert M. Bedran
Albert M. Bedran

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, personally appeared ALBERT M. BEDRAN, who being by me first duly sworn, and who is personally known to me, and who produced a Kansas drivers license as identification, executed the foregoing Articles of Organization and he acknowledged before me that he executed these Articles of Organization as his free act and deed, for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County, aforesaid, this 14th day of January, 2005.

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TALLAHASSEE, FLORIDA



Lenora W. Brundage
Commission #DD142816
Expires: Sep 24, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

Lenora W. Brundage
NOTARY PUBLIC
My Commission Expires:

EXHIBIT "A"

Albert M. Bedran and Wendy L. Bedran, both members of the LLC, contribute an undivided one-half interest to the Company in the following:

4 Ocean Trace Road, Number 223, St. Augustine Beach, St. Johns County, Florida 32080 more particularly described as that certain condominium unit composed Unit 223 and the undivided 0.8775 percent interest in the common elements appurtenant thereto, in accordance with and subject to the covenants, restrictions, reservations, limitations, liens, easements, terms and other provisions of the Declaration of Condominium of St. Augustine Beach and Tennis Club Condominium, and exhibits attached thereto, all as recorded among the current public records of St. Johns County, Florida, in Official Records book 303, pages 704-772, inclusive, together with any amendments thereto.

VALUE \$90,000.00

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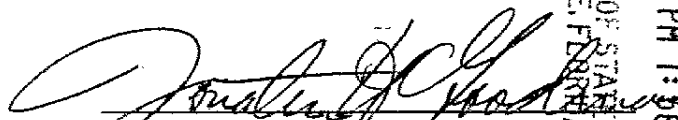
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**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.414 or 608.507, OCEAN TRACE RESORT, LLC, submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is OCEAN TRACE RESORT, LLC.
2. The name and street address of the registered agent in Florida are:
Jonathan H. Goodman, P.A.
1377 Cassat Avenue
Jacksonville, Florida 32205

The undersigned, being the person named in the Articles of Organization of OCEAN TRACE RESORT, LLC, as registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and 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 his or her duties, and is familiar with and accepts the obligations of the position of registered agent.


Jonathan H. Goodman, Registered Agent

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