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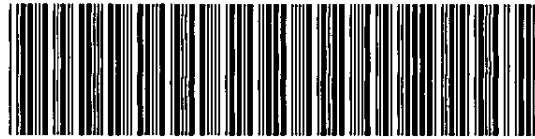
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CAPITAL CONNECTION, INC.

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*California Vacation Holdings,
Group, LLC*

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
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- Driving Record _____
- UCC 1 or 3 File _____
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- Courier _____

Signature

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**ARTICLES OF ORGANIZATION
OF
CALIFORNIA VACATION HOLDINGS GROUP, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that he is filing these Articles of Organization for the purpose of organizing a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The undersigned further declares that the following Articles shall serve as the Charter and authority for the conduct of business of the Limited Liability Company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the Limited Liability Company shall be

CALIFORNIA VACATION HOLDINGS GROUP, LLC

and its principal office shall be located at

291 Southhall Lane, Suite 102
Maitland, Florida 32751
County of Orange

but it shall have the power and authority to establish additional offices at any other place or places as the managers or members may designate.

ARTICLE II

PURPOSES AND POWERS

The Limited Liability Company may engage in any activity or business permitted by the laws of the State of Florida.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this Limited Liability Company shall be under the direction of, the

members of this Limited Liability Company. These Articles of Organization may be amended from time to time by a majority vote of the members of the Limited Liability Company.

ARTICLE IV

MANAGEMENT

This Limited Liability Company shall be managed by its Managers and/or Managing Members with the exact number to be determined by the Members. The initial Managing Member (MGRM) of the Limited Liability Company shall be

<u>Title</u>	<u>Name and Address</u>
MGRM	S.J. LIMITED, L.C. 712 Intracoastal Drive Fort Lauderdale, Florida 33304

ARTICLE V

DURATION

This Limited Liability Company shall commence its existence immediately upon the filing of these Articles of Organization and shall exist, perpetually thereafter unless sooner dissolved according to law or as provided in the regulations adopted by the members.

ARTICLE VI

INDEMNIFICATION

This Limited Liability Company shall have all the powers and authority now and hereafter granted or permitted by law with respect to indemnification to managers, officers, employees and agents and former managers, officers, employees and agents.

ARTICLE VII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT


The address of the initial registered office of the Limited Liability Company is

258 Southhall Lane, Suite 420
Maitland, Florida 32751
County of Orange

with the privilege of having its offices and branch offices at other places within or without the State of Florida and the name of the company's initial registered agent at that address is

K. MICHAEL SWANN


Executed by the undersigned on this 10 day of May, 2007.



K. MICHAEL SWANN
Authorized Representative

STATE OF FLORIDA)
 : ss
COUNTY OF ORANGE)

10th The foregoing instrument was acknowledged before me this day of May, 2007, by K. MICHAEL SWANN, who is personally known to me and who did take an oath and executed the foregoing Articles of Organization for the purposes therein set forth.

My commissions expires:

 Ileana Amador
My Commission DD289253
Expires February 09, 2008


NOTARY PUBLIC
Name: Ileana Amador
State of Florida at Large

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with the laws of the State of Florida, the following is submitted:

First, that:

CALIFORNIA VACATION HOLDINGS GROUP, LLC

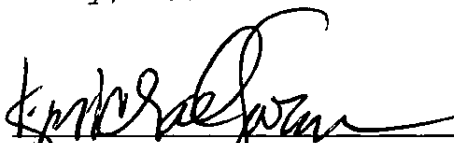
desiring to organize under the laws of the State of Florida has named:

K. MICHAEL SWANN

of 258 Southhall Lane, Suite 420, Maitland, Florida 32751, County of Orange, as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and am familiar with the obligations of this position and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 10 day of May, 2007.


K. MICHAEL SWANN
Registered Agent