

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Resort Equities Group,
LLC

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****125.00 ****125.00

____ 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 _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
✓ ____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

00 JAN -5 AM 10:28
RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

DB
1-5-00

ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I
NAME

The name of the Limited Liability Company is **Resort Equities Group, LLC**

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: **6192 S.W. Highway 72, Arcadia, FL 34266**

ARTICLE III
DURATION

The period of duration for the Limited Liability Company shall be **Perpetual**

ARTICLE IV
MANAGEMENT

(check and complete the appropriate statement)

N/A The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

X The Limited Liability Company is to be managed by the members and the name and address of the managing member is: **Gerald F. Fennell, 6192 S.W. Highway 72, Arcadia, FL 34266**

ARTICLE V
ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

**no person may be admitted as a member
of the Limited Liability Company unless
each member consents in writing to
the admission of the additional member**

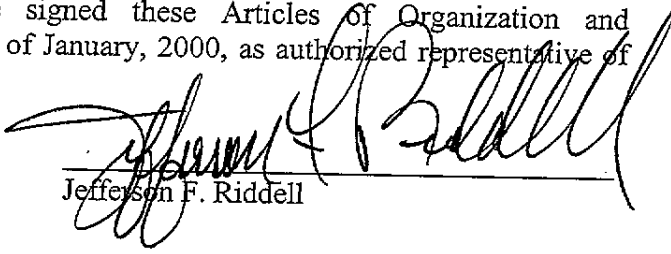
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TALLAHASSEE, FLORIDA
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ARTICLE VI
MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

***only if the remaining members vote
unanimously to continue the Limited
Liability Company's business***

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 4th day of January, 2000, as authorized representative of the members.


Jefferson F. Riddell

APPROVED
AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

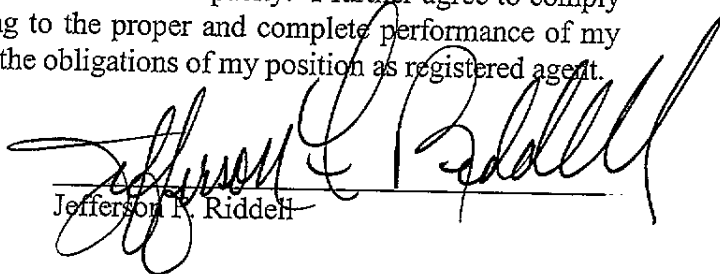
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **Resort Equities Group, LLC**
2. The name and address of the registered agent and office is:

**Jefferson F. Riddell
3400 S. Tamiami Trail
Sarasota, FL 34239**

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.

Date: January 3, 2000


Jefferson F. Riddell

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