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**FLORIDA BAR
BOARD CERTIFIED
WILLS, TRUSTS
& ESTATES LAWYER**

May 15, 2000

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

700003262507--4
-05/22/00--01148--009
***155.00 ***155.00

RE: Rocky Gorge Golf Fairway, Inc.

Dear Sir or Madam:

Please file the enclosed Articles of Organization Rocky Gorge Golf Fairway, Inc., a limited liability company. A check in the amount of \$155.00 is enclosed to cover the filing fees and issuance of a certified copy of the articles.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to give me a call.

Very truly yours,

~~Jerri M. Blaney, P.A.~~

JMB/sds
Enclosures

[illegible]

ARTICLES OF ORGANIZATION
OF
ROCKY GORGE GOLF FAIRWAY, L.L.C.

The undersigned, for the purpose of forming a corporation under the laws of the state of Florida, hereby adopts the following Articles of Organization:

ARTICLE I

Name

The name of the limited liability company is ROCKY GORGE GOLF FAIRWAY, L.L.C. (the "Company").

ARTICLE II

Duration

This Company shall exist on the date of filing of these Articles with the Secretary of State of the state of Florida. The duration of the Company shall be until January 1, 2041.

ARTICLE III

Nature of Business and Mailing Address

This Company is organized for the purpose of transacting any or all lawful business. The mailing address and the street address of the Company's initial principal office is 11811 Ave of PGA, #1-1C, Palm Beach Gardens, FL 33418.

ARTICLE IV

Initial Registered Office and Agent

The street address of the initial registered office of this Company is 11811 Ave of PGA, #1-1C, Palm Beach Gardens, FL 33418, and the name of the initial registered agent of this Company at that address is JOHN THOMAS GUS NOVOTNY.

ARTICLE V

Unit Certificates

Each Member's interest in the Company shall be evidenced by a membership or unit certificate. The amount of capital which the initial Members have each committed as their initial capital contribution is Two Hundred and Fifty Dollars (\$250.00), which shall be paid entirely in cash. Additional capital

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

contributions may be received and additional units issued at such times and in such amounts as may be determined and allowed as provided in the Regulations and Operating Agreement.

ARTICLE VI
Addition of New Members

New owners who take their interest directly from the Company will be admitted as Members. New owners who take their interest by assignment, inheritance, or operation of law will be admitted only with the unanimous consent of all Members or as otherwise provided in the Regulations and Operating Agreement of the Company.

ARTICLE VII
Continuation on Death, Retirement, Etc. of Members

The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this Company. The Company shall terminate upon the consent of all Members or as otherwise provided in accordance with the terms of the Regulations and Operating Agreement.

ARTICLE VIII
Management

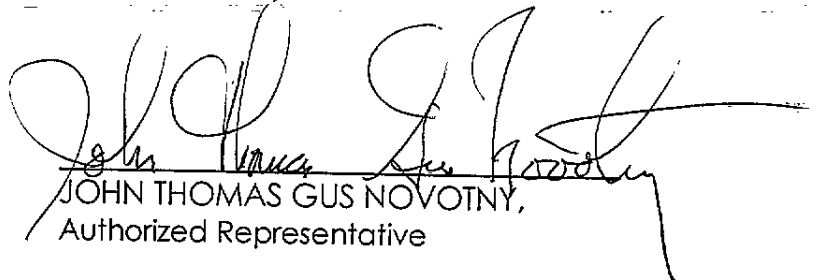
This Company shall initially be managed by a sole member manager, whose name and address is JOHN THOMAS GUS NOVOTNY, 11811 Ave of PGA, #1-1C, Palm Beach Gardens, FL 33418. The number of member managers may be increased or diminished from time to time by the Members. The manager hereby appointed by the Members shall serve until the first annual meeting of the Members, or until his successor is elected and qualified.

ARTICLE IX
Amendment

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned authorized representative of the
initial manager has executed these Articles this 15TH day of
MAY, 2000.

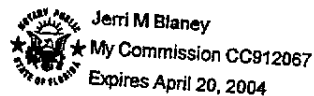

JOHN THOMAS GUS NOVOTNY,
Authorized Representative

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 15 day
of MAY, 2000, by JOHN THOMAS GUS NOVOTNY, who is personally
known to me and who did not take an oath.


Signature of Notary Public



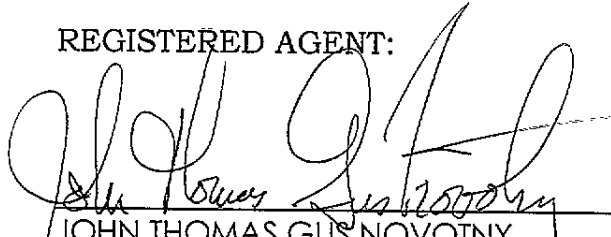
Printed Name of Notary Public

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for ROCKY GORGE GOLF FAIRWAY, L.L.C., a Florida Limited Liability Company (the "Company"), in the foregoing Articles of Organization, I, on behalf of the Company, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Company and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:


JOHN THOMAS GUS NOVOTNY

DATED:

May 15, 2000.

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