

Fax Audit No. H00000036731

**ARTICLES OF ORGANIZATION
OF
LEGENDARY RESORT, LLC**

In accordance with the provisions of the Florida Limited Liability Company Act, Florida Statutes, Chapter 608, (the "Act") the undersigned, sole organizer of a Florida limited liability company, and an authorized representative of a Member of the Company hereby files these Articles of Organization:

ARTICLE I -- NAME

The name of the limited liability company is **LEGENDARY RESORT, LLC** (the "Company").

ARTICLE II -- ADDRESS

The address of the principal office of the Company in the State of Florida is, 385 Highway 98 East, Suite 60, Destin, Okaloosa County, Florida, 32541.

ARTICLE III -- REGISTERED AGENT & OFFICE

The name and address of the Company's registered agent is Mitchell W. Legler, 300A Wharfside Way, Jacksonville, Florida, 32207. The Company may designate another registered agent at any time.

ARTICLE IV -- MANAGEMENT

The Company shall be managed by a Board of Directors and officers elected by the Board of Directors all as provided in the Limited Liability Company Agreement of the Members. This Company is not managed by one or more managers and is therefore not a manager-managed company.

ARTICLE V -- OWNERSHIP

Ownership interests in the Company by its Members shall be held in Shares which shall be evidenced by certificates signed by the president or any vice-president of the Company and by the secretary or any assistant-secretary of the Company. Transfers of

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Shares are restricted by the terms of the Limited Liability Company Agreement among the Members of the Company.

ARTICLE VI -- AGREEMENT

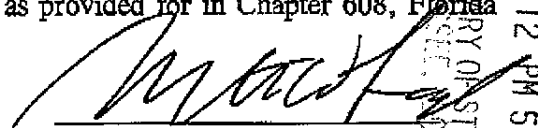
The management, operation and ownership of the Company shall be governed by a Limited Liability Company Agreement, the power to adopt, alter amend or repeal which shall be vested in the Members of the Company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 12th day of July, 2000, and, in accordance with section 608.408, Florida Statutes, acknowledges that this document constitutes an affirmation under penalties of perjury that the facts stated herein are.


MITCHELL W. LEGLER

ACCEPTANCY BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in the foregoing Articles of Organization, I hereby accept the appointment as registered agent and agree to act in that 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 as provided for in Chapter 608, Florida Statutes.


MITCHELL W. LEGLER

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