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LAW OFFICES OF
BRIAN MICHAEL MARK, P.A.
104 NORTH CHURCH STREET
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October 24, 2000

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

Re: Filing of Florida Vacation Ventures, LLC

Gentlemen:

Enclosed you will find the original and one (1) copy of the Articles of Organization for Florida Vacation Ventures LLC., which need to be filed. Also enclosed is our check for twenty-five Dollars (\$25.00). Please return the filed Articles of Organization to the above address once filing is complete.

Thank you for your attention in this matter.

Very Truly Yours,

Jessica A. Frost
Jessica A. Frost
Paralegal
/jff

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-10/26/00--01040-012
*****25.00 *****25.00

700003440127--6
-11/16/00--01098-003
*****100.00 *****100.00

FILED
OCT 25 2000
PM 5:00
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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OK



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 31, 2000

JESSICA A. FROST
BRIAN MICHAEL MARK, P.A.
104 NORTH CHURCH STREET
KISSIMMEE, FL 34741-5055

SUBJECT: FLORIDA VACATION VENTURES, LLC
Ref. Number: W00000026094

We have received your document for FLORIDA VACATION VENTURES, LLC and check(s) totaling \$25.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$100.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 900A00056542

FILED
NOV 15 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
FLORIDA VACATION VENTURES, LLC**

ARTICLE I. NAME.

The name of this limited liability company is: FLORIDA VACATION VENTURES, LLC.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this limited liability company is: 104 N. Church Street, Kissimmee, FL 34741-5055.

ARTICLE III. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent is: Brian M. Mark, Esquire, 104 North Church Street, Kissimmee, Florida, 34741-5055.

ARTICLE IV. MEMBERS.

The name and street address of the member of the limited liability company executing these articles of organization is: Brian M. Mark, 104 North Church Street, Kissimmee, Florida, 34741-5055.

ARTICLE V. MANAGEMENT.

The limited liability company is to be a manager managed company.

The undersigned have executed these Articles of Organization on the 24th day of October, 2000.

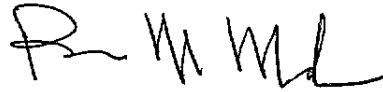
FILED
OCT 15 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Brian M. Mark

Acceptance by Resident Agent

Having been named as registered agent and designated to accept service of process for the above limited liability company, 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.

A handwritten signature in black ink, appearing to read "B M Mark", written in a cursive style.

Brian M. Mark, Esquire

FILED
00 NOV 15 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA