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TROUTMAN SANDERS LLP

ATTORNEYS AT LAW
A LIMITED LIABILITY PARTNERSHIP

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December 4, 2000

Via First Class Mail

Registration Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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RE: Articles of Organization for Rutland Resort Properties, LLC

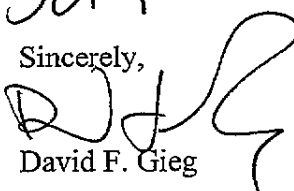
Dear Sir or Madam::

Enclosed for filing is an original and one copy of the Articles of Organization for Rutland Resort Properties, LLC, together with this firm's check made payable to the Florida Department of State for \$125 for the total amount of filing fees due your Department.

Should you have any questions or comments regarding the Articles you may reach me by telephone at 404-885-3501 or by email at david.gieg@troutmansanders.com.

Thank you for your attention to this matter. I look forward to receiving a letter of acknowledgment confirming this filing.

L-15529
Sincerely,


David F. Gieg

Enclosures: (check)
cc: Mark L. Elliot

(3)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
FOR
RUTLAND RESORT PROPERTIES, LLC

ARTICLE I - Name:

The name of the Limited Liability Company is:

Rutland Resort Properties, LLC (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the Company is:

166 Commerce Street
Montgomery, AL 36104

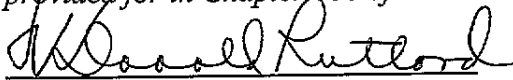
ARTICLE III - Registered Agent:

The name and Florida street address of the registered agent of the Company are:

Mr. W. Donald Rutland
10065 Emerald Coast Parkway, West
Suite C-4
Destin, FL 32550

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these articles of organization, 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 as provided for in Chapter 608 of the Florida Statutes.



Registered Agent's Signature

11/13/00

Date

ARTICLE IV - Management:

The Company is to be managed by one or more managers and is, therefore, a manager managed company. The name of the initial manager appointed by the members of the Company to manage the Company is:

J. Michael Rutland

ARTICLE V - Duration:

The period of duration for the Company shall be:

The term of the Company shall commence on the date these Articles of Organization are filed with the Department of State of Florida and shall continue for thirty (30) years thereafter, unless earlier dissolved in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on this 13th day of November, 2000.



Mark L. Elliott, Esq., Authorized Representative

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TALLAHASSEE, FLORIDA