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\*ADMITTED IN NEW YORK  
AND NEW JERSEY ONLY

\*\*LL.M. TAXATION & FLORIDA BAR  
BOARD CERTIFIED IN TAXATION

February 22, 2001

Secretary of State  
Corporate Division  
409 East Gaines Street  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: CARIBBEAN PLUS BY LACONM, L.L.C.

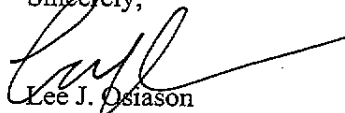
Dear Sir or Madam:

I am enclosing herewith two originals (one original to be used for the certified copy) of Articles of Organization for each of the referenced companies

Filing fee	\$ 100.00 x 2	\$200.00
Registered Agent Fee	\$ 25.00 x 2	50.00
Certified copy	\$ 30.00 x 2	60.00
Total		\$310.00

Please return a certified copy to my office with the enclosed self addresses envelope. Your immediate attention to this matter is requested.

Sincerely,

  
Lee J. Osiason

LJOjc

Enclosures

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FILED  
01 MAR -5 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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\*\*\*\*310.00 \*\*\*\*155.00

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**ARTICLES OF ORGANIZATION  
OF  
CARIBBEAN RESORTS BY LACONM, L.L.C.**

**ARTICLE I        NAME**

The name of the limited liability company shall be:

CARIBBEAN RESORTS BY LACONM, L.L.C.

**ARTICLE II        EXISTENCE AND DURATION**

The existence of the limited liability company shall be perpetual.

**ARTICLE III       PURPOSE**

This limited liability company is organized for the purpose of car rental, hotel management and ownership, travel reservations, airline ticketing, import & export, owning/managing real estate, destination management and ground transportation, and shall have all powers necessary or convenient to effect any or all of the purposes for which the company is organized.

**ARTICLE IV       PRINCIPAL PLACE OF BUSINESS**

The mailing and street address of the principal office of the limited liability company

225 Dania Beach Blvd., Suite 207  
Dania, FL 33004

**ARTICLE V        INITIAL REGISTERED AGENT**

The initial registered agent and street address of the initial registered agent of the limited liability company shall be:

Virginia Iglesias  
225 Dania Beach Blvd., Suite 207  
Dania, FL 33004

**ARTICLE VI       MANAGEMENT**

The limited liability company is to be managed by a manager, and the name and address of such manager is: Virginia Iglesias, 225 Dania Beach Blvd., Suite 207, Dania, FL 33004

**FILED**  
01 MAR -5 AM 9:30  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

**ARTICLE VII      RESTRICTIONS ON MEMBERSHIP AND RIGHT TO CONTINUE  
AFTER WITHDRAWAL OF A MEMBER**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

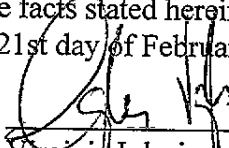
**ARTICLE VIII      CONTRACTING DEBTS**

The Manager shall be authorized to incur any liability on behalf of the limited liability company.

**ARTICLE IX      INDEMNIFICATION**

This company shall indemnify its Manager to the full extent permitted by the laws of the State of Florida.

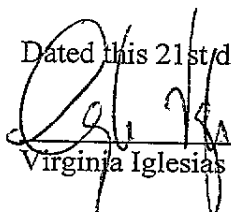
In accordance with 608.408(3) F.S. the undersigned member by execution of this affidavit affirms under the penalties of perjury that the facts stated herein are true. Executed by the undersigned member at Miami, Florida this 21st day of February, 2001.

  
Virginia Iglesias

**CERTIFICATE OF ACCEPTANCE OF  
REGISTERED AGENT/REGISTERED OFFICE**

Having been named as registered agent of CARRIBEAN RESORTS BY LACONM, L.L.C. to accept service of process for such limited liability company at the place designated in this certificate, the undersigned accepts such appointment and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

Dated this 21st day of February, 2001.

  
Virginia Iglesias

**FILED**  
01 MAR -5 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA