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LAW OFFICES OF
Greenspoon Marder Hirschfeld Rafkin Ross & Berger
PROFESSIONAL ASSOCIATION

Alan C. Anchell
James F. Basque
William Berger¹
Robby H. Birnbaum²
Gregory J. Blodig
Amanda Chapman
Thomas F. Coyle, Jr.³
Richard W. Epstein
Richard H. Gaines
N. Dwayne Gray, Jr.
Gerald Greenspoon
Haas A. Hatic
Neal W. Hirschfeld⁴
Cynthia J. Hoover⁵
Robert B. Jackson
Victor S. Kline
David R. Lenox

Jennifer Levin
Edmund O. Loos III
Leonard Lubart
Michael E. Marder
Seth A. Marmor¹
Myrna L. Maysonet⁶
Gregory M. Nordt
Glen Rafkin¹
Michael S. Ross¹
Kenneth B. Schwartz⁷
Marc E. Schwartz⁵
Mark L. Siedle
Kenneth J. Sobel
Marty A. Stone
Chad J. Tamaroff
Frank A. Utset

Jeffrey C. Fox, P.A.
Of Counsel

SouthTrust Bank Building • Suite 1100
135 West Central Boulevard
Orlando, Florida 32801
(407) 425-6559
Fax (407) 422-6583
FL WATS (888) 491-1120
Web Site: www.greenspoonmarder.com

Fort Lauderdale Office

Trade Centre South • Suite 700
100 West Cypress Creek Road
Fort Lauderdale, Florida 33309
(954) 491-1120 • Fax (954) 771-9264

Reply to: Orlando

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April 4, 2001

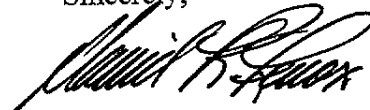
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles Of Organization of Mickey's Five Star Vacation Homes, L.L.C.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Organization for Mickey's Five Star Vacation Homes, L.L.C., the Certification of Designation of Registered Agent/Registered Office for Mickey's Five Star Vacation Homes, L.L.C., and our firm check number 60406 in the sum of \$125.00 representing your filing fee (\$100.00) and registered agent fee (\$25.00). Please file the original and return the conformed copy in the addressed postage prepaid envelope enclosed. Thank you for your assistance in this matter.

Sincerely,


David R. Lenox

DRL/amw
Enclosures

cc: Mr. Mickey G. England

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1. Also admitted in New York
2. Also admitted in Wisconsin
3. Also admitted in Georgia
4. Also admitted in Texas
5. Also admitted in Colorado
6. Also admitted in Minnesota
7. Only admitted in Hawaii

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

entw
4/11

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is Mickey's Five Star Vacation Homes, L.L.C.

ARTICLE II - Duration:

The period of duration for the Limited Liability Company shall begin with the filing of these Articles with the Florida Department of State, and shall continue perpetually until dissolved.

ARTICLE III -Address:

The mailing address and street address of the principal office of the Limited Liability Company is PMB 336, 7862 W. Irlo Bronson Highway, Kissimmee, Florida 34747.

ARTICLE IV - Registered Agent:

The name and address of the initial registered agent for this Limited Liability Company is DAVID R. LENOX, ESQ., Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A., 135 West Central Blvd., Suite 1100, Orlando, Florida 32801.

ARTICLE V - Management:

The Limited Liability Company is to be managed by a Manager or Managers elected by the members and any such Managers are not required to be a Member and the name and address of the initial Managers are:

Mickey G. England
PMB 336
7862 W. Irlo Bronson Highway
Kissimmee, Florida 34747

ARTICLE VI - Admission of Additional Members:

The members shall have the right to admit additional members upon the unanimous consent of all existing members.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - Members' Right to Continue Business:

The remaining members of the Limited Liability Company, upon unanimous consent, shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

Whereof, the undersigned has executed these Articles of Organization the 2 day of March, 2001.

gnd

Mickey G. England

MICKEY G. ENGLAND

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

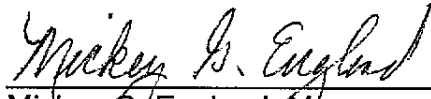
1. The name of the Limited Liability Company is:

Mickey's Five Star Vacation Homes, L.L.C.

2. The name and address of the registered agent and office is:

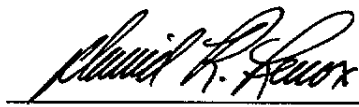
David R. Lenox, Esq.
Greenspoon, Marder, Hirschfeld, Rafkin, Ross & Berger, P.A.
135 West Central Boulevard, Suite 1100
Orlando, Florida 32801

By:


Mickey G. England Manager

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01 APR -9
TALLAHASSEE

Having been named as registered agent to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, 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.


David R. Lenox
Registered Agent

March 2, 2001