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ACCOUNT NO. : 072100000032

REFERENCE : 145752 10764A

AUTHORIZATION : *Patricia Pizuto*

COST LIMIT : \$ 125.00

ORDER DATE : May 10, 2001

ORDER TIME : 10:51 AM

ORDER NO. : 145752-005

CUSTOMER NO: 10764A

CUSTOMER: Ms. Jacqueline S. Berry
Smith, Hood, Perkins, Loucks,
Stout & Orfinger, P.a.
Suite 900
444 Seabreeze Boulevard
Daytona Beach, FL 32118

DOMESTIC FILING

NAME: GRAND BEACH RESORTS, LLC

EFFECTIVE DATE:

500004193585-4

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS: *JB*

5-10-01

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAY 10 PM 12:17
NO. 145752-005
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

APPROVED
AND
FILED
01 MAY 10 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
GRAND BEACH REZORTS, LLC
A Florida Limited Liability Company

The undersigned (the "Member") acting as the organizer of Grand Beach Rezorts, LLC, ("Company") under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopts the following Articles of Organization:

ARTICLE 1

NAME

The name of the limited liability company is:

Grand Beach Rezorts, LLC

ARTICLE 2

PURPOSE AND POWERS

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Florida Statutes, as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Florida Statutes, as the same may be amended from time to time.

ARTICLE 3

INITIAL REGISTERED AGENT, AND REGISTERED OFFICE ADDRESS
AND PRINCIPAL OFFICE OF THE COMPANY

A. Initial Registered Agent and Office. The initial registered agent for the Company to receive service of process is Charles D. Hood, Jr. The street address of the Company's initial registered office is 444 Seabreeze Blvd., Suite 900, Daytona Beach, FL 32118.

B. Principal Place of Business. The street address of the Company's principal office is 444 Seabreeze Blvd., Suite 900, Daytona Beach, FL 32118. The mailing address shall be the same.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE 4

ADMISSION OF NEW MEMBERS

The Company shall admit new Members only upon the unanimous written consent of all then existing Members of the Company.

ARTICLE 5

MANAGER

The name and business address of the initial Manager of the Company is: Charles D. Hood, Jr., 444 Seabreeze Blvd., Suite 900, Daytona Beach, FL 32118. Should the foregoing named Manager be unable to serve in this capacity, in such event the business of the Company shall be managed by a Manager elected by the Members holding seventy-five (75%) of the then outstanding contributed and not returned capital of the Company. The Manager is required to be a Member of the Company. The Manager shall have the power and authority to act on behalf of the Company as provided in Chapter 608, Florida Statutes, as the same may be amended from time to time, and further provided in the Operating Agreement adopted by the Company.

ARTICLE 6

PERIOD OF DURATION

The Company's existence shall commence upon the acceptance of these Articles of Organization by the Secretary of State of Florida for filing in accordance with §608.4081, Florida Statutes, and shall be perpetual, unless dissolved in accordance with the terms of the Operating Agreement adopted by the Company.

ARTICLE 7

CONTINUATION OF BUSINESS

The remaining Member or Members of the Company shall have the right to continue the business of the Company upon the retirement, resignation, expulsion, bankruptcy or dissolution of a Member.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE 8

AMENDMENTS

The Company reserves the right to amend any provision of these Articles of Organization, which amendment shall only be effectuated by the written approval by a majority of the Members of the Company and the approval of the Manager of the Company.

ADOPTION OF OPERATING AGREEMENT

The Company shall adopt an Operating Agreement which may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization, or Chapter 608, Florida Statutes.

In accordance with §608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true.

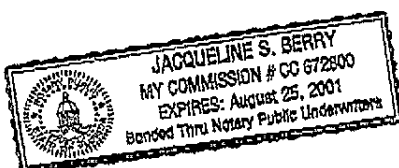
GRAND BEACH RESORTS, LLC

BY:

Charles D. Hood, Jr., Member

STATE OF FLORIDA }
COUNTY OF VOLUSIA }

The foregoing instrument was acknowledged before me this 10th day of May, 2001, by Charles D. Hood, Jr., who is personally known to me.



Jacqueline S. Berry
Notary Public, State of Florida at Large

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SECRETARY OF STATE
TALLAHASSEE, FLORIDAAPPROVED
AND
FILED

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Pursuant to §608.415(2), Florida Statutes, the following is submitted to the Secretary of State of Florida:

That Grand Beach Rezorts, LLC, desiring to organize as a limited liability company under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at 444 Seabreeze Blvd., Suite 900, Daytona Beach, FL 32118, has named Charles D. Hood, Jr., as its registered agent to accept service of process within the State of Florida.

That the undersigned, Charles D. Hood, Jr., having been named to accept service of process for Grand Beach Rezorts, LLC, at 444 Seabreeze Boulevard, Suite 900, Daytona Beach, FL 32118, in the Articles of Organization, does hereby agree to act in this capacity, and agrees to comply with the provisions of §608.415, Florida Statutes, relative to keeping open said office.

CHARLES D. HOOD, JR.
Dated: May 10, 2001

APPROVED
AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA