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Reply to: Tallahassee Office

July 2, 2001

Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Via Hand Delivery

Re: Central Florida Rentals & Reservations, LLC
Formation of Limited Liability Company

Dear Division Personnel:

Enclosed for filing please find one original and two copies of the Articles of Organization, Affidavit of Membership and Contributions, and a Certificate of Designation of Registered Agent/Registered Office for Central Florida Rentals & Reservations, LLC.

Please file these Articles, Affidavit, and Certificate of Designation, certify one copy, and stamp the other copies "Filed."

I have enclosed a check in the amount of \$160.00 for the filing and certification fees and for a certificate of status. Our messenger will pick up the certified and stamped copies after 11:00 a.m. on July 5, 2001.

Sincerely,


Nancy M. Burke

Enclosures

cc: Emery H. Rosenbluth, Jr., Esq.
John C. Lovett, Esq.

APPROVED
AND
FILED
01 JUL -2 AM 8:2
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA 32399
2001 JUL -2 PM 4:37
RECEIVED
NOT RETURNED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

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**ARTICLES OF ORGANIZATION
OF
CENTRAL FLORIDA RENTALS & RESERVATIONS, LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes, Chapter 608).

Article 1 – Name

The name of this limited liability company is Central Florida Rentals & Reservations, LLC ("Company").

Article 2 – Duration

The Company shall exist from the date of filing these Articles with the Department of State until the earlier of fifty (50) years from the date of filing or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the remaining members pursuant to the Company's Operating Agreement.

Article 3 – Mailing Address and Street Address

The Company's mailing address and street address is 106 East College Avenue, 1st Floor, Tallahassee, Florida 32301.

Article 4 - Registered Agent and Office

The name of the initial registered agent of the Company is Nancy M. Burke, Esq. The street address of the initial registered agent of the Company is 106 East College Avenue, 1st Floor, Tallahassee, Florida 32301.

Article 5 – Additional Members

Additional members to the Company may be admitted, but only pursuant to the Company's Operating Agreement.

Article 6 – Termination of Membership

If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may continue the business of the Company pursuant to the Company's Operating Agreement.

Article 7 – Management of the Company

The management of the Company is reserved to the members. The initial member of the Company is:

Ms. Nancy Burke

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12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

106 East College Ave., 12th Floor
Tallahassee, Florida 32301

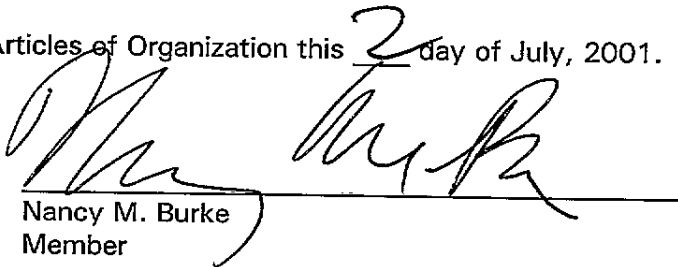
Article 8 – Operating Agreement

The Members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.

Article 9 – Date of Existence of the Company

The existence of the Company shall commence on the date of filing the Articles of Organization with the Florida Department of State.

The undersigned executed these Articles of Organization this 2 day of July, 2001.


Nancy M. Burke
Member

ARTICLES
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

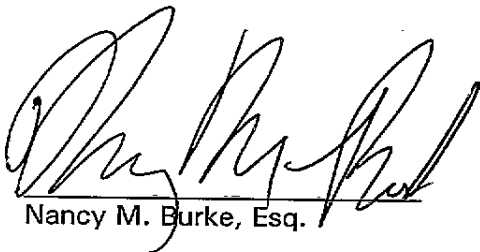
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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: Central Florida Rentals & Reservations, LLC
2. The name and address of the registered agent and office is:

Nancy M. Burke, Esq.
106 East College Avenue
12th Floor
Tallahassee, Florida 32301

Having been named as registered agent and 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.



Nancy M. Burke, Esq.

7/2/01
Date

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AND
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01 JUL -2 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA