

L010000/2376

Florida Department of State

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From:

Account Name : JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURNS, P.A.
Account Number : 076666002140
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Fax Number : (727)441-8617

AL**LIMITED LIABILITY COMPANY****DUNE GOLFERS CLUB, LLC**

Certificate of Status	1
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**ARTICLES OF ORGANIZATION
OF
DUNE GOLFERS CLUB, LLC**

The undersigned, as the authorized representative of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby forms a Florida limited liability company (this "Company") pursuant to the Act and hereby sets forth the following Articles of Organization (these "Articles"):

**ARTICLE I
Name**

The name of this Company shall be: DUNE GOLFERS CLUB, LLC.

**ARTICLE II
Commencement Date and Duration**

This Company shall commence on the date of subscription and acknowledgment in accordance with the provisions of Section 608.409(3)(a) of the Act, and shall continue from the commencement date, or until dissolved by its sole member in accordance with Section 608.441 of the Act or the provisions of these Articles. Subject to the foregoing, this Company shall be dissolved on the happening of any of the following events:

1. Expiration of the term specified above;
2. Withdrawal, retirement, death, resignation, bankruptcy, dissolution or expulsion of any member, unless the business of this Company is continued by the consent of all the remaining members; or
3. Unanimous written consent of all of the members.

**ARTICLE III
Place of Business**

The principal place of business of this Company shall be 18200 Seville Clubhouse Drive, Brooksville, Florida 34614, and such other place or places as may be designated by the sole member from time to time. The mailing address of this Company shall be 18200 Seville Clubhouse Drive, Brooksville, Florida 34614.

This instrument was prepared by:
Julius J. Zachau, Esquire
Johnson, Blakely, Pope, Bokor,
Ruppel & Burns, P.A.
911 Chestnut Street
Clearwater, Florida 33756
Florida Bar No. 0195685

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TALLAHASSEE, FLORIDA

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ARTICLE IV
Registered Agent and Office

The initial registered agent for this Company shall be Julius J. Zschau, and the address of the registered agent for service of process shall be 911 Chestnut Street, Clearwater, Florida 33756.

ARTICLE V
Admission of Members

The initial members of this Company shall be set forth in the Operating Agreement adopted by the members as set forth therein. The admission of additional members shall be accomplished only by the unanimous vote of the members, unless otherwise stated in the Operating Agreement.

ARTICLE VI
Continuation of Business

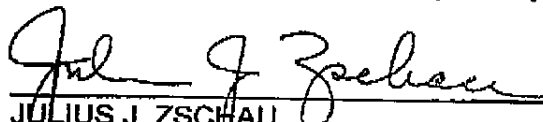
The members may, by unanimous written consent, continue the business of this Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of any member or upon the occurrence of any other event, which terminates the continued membership of a member in this Company.

ARTICLE VII
Management of Business

The Company shall be member-managed. The following shall serve as the sole member until its successors are elected and qualified:

<u>Member</u>	<u>Address</u>
New Seville Holding Corp., a Delaware corporation	18200 Seville Clubhouse Drive Brooksville, Florida 34614

IN WITNESS WHEREOF, the undersigned authorized representative of DUNE GOLFERS CLUB, LLC has executed these Articles of Organization this 26th day of July, 2001.

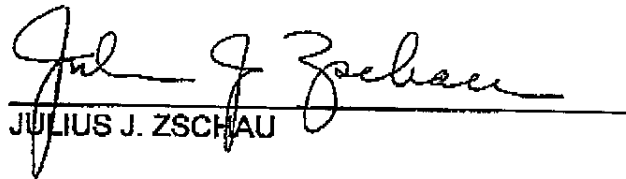

JULIUS J. ZSCHAU

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CERTIFICATE OF DESIGNATION
AND ACCEPTANCE REGISTERED AGENT

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Company, at 911 Chestnut Street, Clearwater, Florida 33756, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.


JULIUS J. ZSCHAU

Dated: July 26, 2001.

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SEC
TALLAHASSEE, FLORIDA

This instrument was prepared by:
Julius J. Zschau, Esquire
Johnson, Blakely, Pope, Sokor,
Ruppel & Burns, P.A.
911 Chestnut Street
Clearwater, Florida 33756
Florida Bar No. 0195885