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TRANSMITTAL LETTER

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

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-07/27/01--01085--007
****155.00 ****155.00

SUBJECT: Jamaica Resort L.L.C.

Enclosed are an original and one copy of the articles of incorporation and a
check for \$155.00 - Filing Fee and a ~~Certified~~ copy.

FROM: Cecil D'Aguilar
4141 NW 5th Street, Suite 100
Plantation, Florida 33317

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TALLAHASSEE FLORIDA

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ARTICLES OF ORGANIZATION
JAMAICA RESORTS, L.L.C.

The undersigned member, desiring to form a Limited Liability Company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act (the "Act"), does hereby adopt the following Articles of Organization for such Company:

1. **Name.** The name of this limited liability company is Jamaica Resorts, L.L.C. (the "Company")
2. **Duration.** This Limited company shall exist perpetually until dissolved in a manner provided by the law or as provided in the regulations adopted by the members.
3. **Purpose.** The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida and that are permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.
4. **Registered Agent and Office.** The name of the initial registered agent of the Company is Cecil D'Aguilar; the street address of the initial registered agent of the Company is 4141 N.W. 5th Street, Suite 100, Plantation, Florida 33317.
5. **Principal Office: Mailing Address and Street Address.** The street address and mailing address of the Company's principal office is 4141 N.W. 5th Street, Suite 100, Plantation, Florida 33317.
6. **Management of the Company.** The business of the Company shall be managed by its members in proportion to their initial contribution to the capital of the Company expressed as a percentage of the total initial capital of the Company. These percentages shall not vary as function of changes in their capital account balances.
7. **Operating Agreement; Member's Agreement.** At the time of executing these Articles of Organization, the members of the Company shall adopt an Operating Agreement containing all provisions for the regulation and management of the company not inconsistent with the law or these articles. The power to alter, amend or repeal the Operating Agreement shall be vested in the member or members of the Company (as the case may be; if more than one member, by vote of the members representing a majority of the membership interests of the Company). The members of the Company, if more than one, also may adopt a member's agreement containing mutually accepted guidelines regarding the administration and governance of the Company and provisions governing the transfer of membership interests.
8. **Date of Existence of the Company.** The existence of the Company shall commence on the date of filing of the Articles of Organization with the Florida Department of State.

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9. **Transfer of Interest.** No member shall have the right to transfer any interest in the Company unless authorized by vote of all the remaining members or otherwise as may be provided in any Members' Agreement.
10. **Certification Interest.** The member's membership interests in the Company may be evidenced by certificates.

The undersigned, as a member of the Company, executed these Articles of Organization effective as of the 13th day of July 2001.

By: *Cecil D Aguilar*
Cecil D Aguilar - Member / General Manager

Glendon Tellez - Member

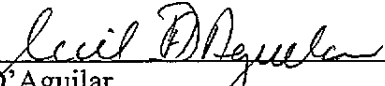
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Jamaica Resorts, L.L.C.

ACCEPTANCE TO SERVE AS REGISTERED AGENT

The undersigned, Cecil D'Aguilar, having been named as registered agent and to accept service of the process for the above stated limited liability company at the place designated in this certificate, hereby accepts the appointment as registered agent and agrees and consents to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the duties and obligations of his position as registered agent as provided for in Chapter 608, F.S.

Dated this 25 day of July, 2001



Cecil D'Aguilar

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