

**CARNEY BUSSELL AND ASSOCIATES
LAW FIRM, P.A.**

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September 4, 2001

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Florida Department of State
Division of Corporations
409 E. Gaines Str.
Tallahassee, FL 32399

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VIA OVERNIGHT MAIL

To Whom It May Concern:

Enclosed for filing with the Florida Department of State are the following:

1. Articles of Organization of Andrea's South African Safaris at Roodam, L.L.C.;
2. Certificate of Designation of Registered Agent and Registered Office for Andrea's South African Safaris at Roodam, L.L.C.;
3. Check to the Florida Department of State in the amount of \$160.00, which represents \$100.00 for filing the Articles of Organization, \$25.00 for the Certificate of Designation of Registered Agent and Registered Office, \$30.00 for a certified copy of the record, and \$5.00 for a Certificate of Status.

Please file the Articles of Organization and return proof of filing to the office. Should you have any questions, please do not hesitate to contact the office.

Sincerely,



SALLY CARNEY BUSSELL

SCB/cgb
Enclosures
cc: Vickie I. Beck

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
ANDREA'S SOUTH AFRICAN SAFARIS AT ROOIDAM, L.L.C.**

The undersigned, desiring to form a limited liability company under and pursuant to Section 608 of the Florida Statutes, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company.

**ARTICLE I
NAME**

The name of the limited liability company, hereinafter referred to in these Articles as "Company," is ANDREA'S SOUTH AFRICAN SAFARIS AT ROOIDAM, L.L.C.

**ARTICLE II
ADDRESS**

The Company's street address of its principal place of business in Florida is 1931 South Highway 99, Walnut Hill, FL 32568 and its mailing address is the same, but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

**ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Company in the State of Florida shall be:

1931 South Highway 99
Walnut Hill, FL 32568

The name of the initial registered agent of this Company at that address shall be:

Vickie I. Beck

**ARTICLE IV
MANAGEMENT: MANAGER -MANAGED**

The business of the Company shall be managed by a Manager chosen by the Company's Members. The initial Manager of the Company shall be:

Richard F. Beck

Mailing address:
1931 South Highway 99
Walnut Hill, FL 32568

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TALLAHASSEE, FLORIDA

The Articles of Organization may be executed in counterparts.

Vickie I. Beck
Vickie I. Beck - Member

Richard F. Beck
Richard F. Beck - Member

Vickie I. Beck
Vickie I. Beck, as Trustee for the Trust of
Andrew Beck - Member

Vickie I. Beck
Vickie I. Beck, as Trustee for the Trust of
Andrea Beck - Member

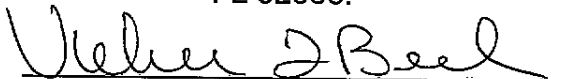
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**DESIGNATION OF REGISTERED AGENT FOR
ANDREA'S SOUTH AFRICAN SAFARIS AT ROOIDAM, L.L.C.**


Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered agent and registered office in the State of Florida.

1. The name of the limited liability company is ANDREA'S SOUTH AFRICAN SAFARIS AT ROOIDAM, L.L.C.
2. The name and street address of the registered agent and registered office are: MS. VICKIE I. BECK, 1931 SOUTH HIGHWAY 99, WALNUT HILL, FL 32568.


Vickie I. Beck



Richard F. Beck


Vickie I. Beck, as Trustee for the Trust
of Andrew Beck


Vickie I. Beck, as Trustee for the Trust
of Andrea Beck

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.

Dated: Sept 4, 2001


Vickie I. Beck
Registered Agent

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