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Florida Department of State
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To:
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Fax Number : (850) 205-0383

From:
Account Name : EDWARDS & CARSTARPHEN
Account Number : I19990000142
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LIMITED LIABILITY COMPANY

SDP'S CLEARWATER BEACH RESORT LLC

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LIMITED LIABILITY
ARTICLES OF ORGANIZATION
OF
SDP'S CLEARWATER BEACH RESORT LLC

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The undersigned hereby forms a limited liability company under Chapter 608 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the limited liability company shall be:

SDP'S CLEARWATER BEACH RESORT LLC

The address of the principal office of this limited liability company shall be 19201 West Oakmont Dr., Miami, Florida 33015 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

The limited liability company may transact or engage in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

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ARTICLE IV. ADDRESS

The street address of the initial registered office of the limited liability company shall be 4960 SW 72 Ave., #301, Miami, Florida 33155 and the name of the initial registered agent of the limited liability company is DEBORAH M. EDWARDS, whose address is 4960 SW 72 Ave., Suite 301, Miami, Florida 33155.

ARTICLE V. TERM OF EXISTENCE

This limited liability company shall exist in perpetuity.

ARTICLE VI. PREEMPTIVE RIGHTS

This limited liability company elects to have preemptive rights.

ARTICLE VII. MANAGING MEMBERS

All powers shall be exercised by or under the authority of, and the business and affairs of the limited liability company managed under the direction of the Managing Members named herein, subject to any limitation set forth in these Articles of Organization. The name and street address of the Managing Members of the limited liability company are:

STEWART PENNY
19201 West Oakmont Dr.
Miami, Florida 33015

SEAN PENNY
19201 West Oakmont Dr.
Miami, Florida 33015

DONNA PENNY
19201 West Oakmont Dr.
Miami, Florida 33015

LANCE PENNY
19201 West Oakmont Dr.
Miami, Florida 33015

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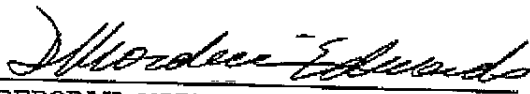
ARTICLE VIII - ADMISSION OF ADDITIONAL MEMBERS

Additional members of the limited liability Company may be admitted by the unanimous agreement of all existing members.

IN WITNESS WHEREOF, the undersigned has hereunto set
her hand and seal on this day of October, 2001.

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TALLAHASSEE, FLORIDA


DEBORAH MORDECAI EDWARDS

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF ORGANIZATION

DEBORAH M. EDWARDS, having a mailing address of 4960 SW 72 Ave., Suite 301, Miami, Florida 33155 and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.415, Florida Statutes.


DEBORAH M. EDWARDS

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