

Division of Corporations

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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : GRONEK & LATHAM, LLP
Account Number : I20000000025
Phone : (407) 481-5800
Fax Number : (407) 481-5801

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02 JAN -3 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**LIMITED LIABILITY COMPANY**

Liberty Vacation Homes USA, LLC

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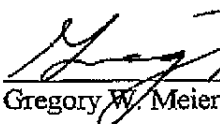
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**ARTICLES OF ORGANIZATION
OF
LIBERTY VACATION HOMES USA, LLC
A Florida Limited Liability Company**

The undersigned, being desirous of forming a limited liability company pursuant to Chapter 608, Florida Statutes, hereby certifies as follows:

1. Name of Limited Liability Company. The name of the limited liability company is **LIBERTY VACATION HOMES USA, LLC**, a Florida limited liability company (the "Company").
2. Period of Duration. The period of duration for the Company shall be perpetual.
3. Principal Office. The mailing address and street address of the principal office of the Company shall be 1119 Clear Creek Circle, Clermont, Florida 34711.
4. Agent for Service of Process; Address of Registered Agent. The initial registered agent of the Company for service of process shall be G&L Agent Services, Inc., 390 North Orange Avenue, Suite 600, Orlando, Florida 32801, Attention: President.
5. Right to Admit Additional Members. The Company shall have the right to admit additional members only with the consent of all members.
6. Member Management. The Company shall be managed by its members.

IN WITNESS WHEREOF, the undersigned has executed the Articles of Organization on this 3 day of January, 2002 in his capacity as an authorized person for the Company.


Gregory W. Meier

02 JAN -3 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE OF APPOINTMENT

The undersigned, G&L Agent Services, Inc., hereby acknowledges and accepts its appointment as registered agent of **LIBERTY VACATION HOMES USA, LLC**, a Florida limited liability company (the "Company"), and agrees to act in that capacity and to comply with the provisions of the Florida Limited Liability Company Act relative thereto. The undersigned is familiar with, and accepts, the obligations of a registered agent appointed as provided for in Chapter 608 of the Florida Statutes.

Dated this 3rd day of January, 2002.

G&L AGENT SERVICES, INC., a
Florida corporation


Robert J. Gronek, President

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