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February 19, 2002

VIA EXPRESS MAIL

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

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***125.00 ***125.00

Re: Red Rock Canyon, L.L.C.

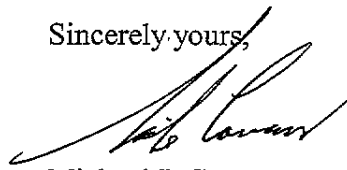
Dear Sir or Madam:

Enclosed please find my check (No. 2179) for \$125.00 and the Articles of Organization of Red Rock Canyon, L.L.C., which replaces the check and Articles sent to you with my letter of February 8, 2002.

Please send me a certified copy of the Articles as soon as possible. I have enclosed a prepaid return Federal Express envelope.

Thank you.

Sincerely yours,



Michael J. Canan

MJC:lr
Enclosure

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DIVISION OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

of

RED ROCK CANYON, L.L.C.

The undersigned hereby certifies that the members have associated themselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit and hereby adopt the following Articles of Organization for such limited liability company:

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this limited liability company is Red Rock Canyon, L.L.C., and its principal office and mailing address is located at 923 Ridgecrest Road, Orlando, FL 32806.

ARTICLE II

DURATION

The existence of this limited liability company shall be perpetual, commencing upon the filing of the Articles of Organization by the Florida Department of State.

ARTICLE III

PURPOSE

The purpose of this limited liability company is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V

MEMBERSHIP

The members of this limited liability company have the right to admit additional members to this organization upon the unanimous consent of those individuals or entities who are members prior to the admission of the new member. However, the transferee or assignee shall not be entitled to become a member or participate in the business and affairs of this limited company unless the transfer or assignment is approved by the unanimous consent of the members not proposing to transfer or assign

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TALLAHASSEE, FL 32399

their interests.

ARTICLE VI
DISSOLUTION

The limited liability company will dissolve as provided in the Operating Agreement executed by and among the members.

ARTICLE VII
MANAGEMENT

This organization is to be managed by a manager or managers elected by a majority vote of its members. The initial managers, who shall serve until their replacement or until the first annual meeting of members and their successors are elected and qualified, shall be Michael J. Canan and Chuck Smith.

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The street address of this limited liability company's initial registered office is 301 East Pine Street, Suite 1400, Orlando, FL 32801, and the name of this limited liability company's initial registered agent is Michael J. Canan.

The undersigned, being an original member of the limited liability company, hereby certify that the foregoing constitutes the Articles of Organization of Red Rock Canyon, L.L.C.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization for this limited liability company this 19 day of February, 2002 .

MICHAEL J. CANAN, INC
PROFIT SHARING PLAN AND TRUST

By: _____

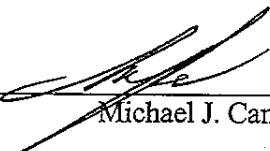
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TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Michael J. Canan, am familiar with and hereby accept the appointment as Registered Agent for Red Rock Canyon, L.L.C., as set forth in the Articles of Organization filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 28 day of February, 2002.



Michael J. Canan

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