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File No. 6459.2

February 20, 2002

NJH

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

700005000457--4
-02/25/02--01041--009
****125.00 ****125.00

Re: Begonia Hall Investment, LLC

Dear Sir/Madam:

Enclosed for filing are the Articles of Organization for the above limited liability company, along with our check in the amount of \$125.00 to cover the costs of registration.

Please issue a letter of acknowledgment to the address noted above. Thank you.

Very truly yours,


THOMAS J. DIPILLA, JR.

TJD:pjg

Enclosures

cc: Begonia Hall Investment, LLC

c:\Letters\Ltr.FloridaDeptState.2.20.02

FILED
02 FEB 25 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
BEGONIA HALL INVESTMENT, LLC

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I: The name of the limited liability company is "Begonia Hall Investment, LLC" (hereinafter the "Limited Liability Company").

ARTICLE II: The mailing address and street address of the principal office of the Limited Liability Company is 215 Celebration Place, Suite 500, Celebration, Florida 34747.

ARTICLE III: The name and street address of the Limited Liability Company's registered agent is:
David A. Waronker
215 Celebration Place, Suite 500
Celebration, FL 34747

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles, 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Registered Agent's Signature

ARTICLE IV: The Limited Liability Company is to be managed by one manager and is, therefore, a manager-managed Limited Liability Company.

IN WITNESS WHEREOF, I have signed these Articles of Organization this 13 day of February, 2002.

David A. Waronker, Managing Member

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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