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Law Office
of
GREGORY D. LERCH
ATTORNEY AND COUNSELOR AT LAW

GREGORY D. LERCH*

OF COUNSEL:
ANTHONY M. NARDELLA
FREDERICK H. NELSON
(*ADMITTED IN FLORIDA, MARYLAND AND DC)

1081 SANDY LANE
LONGWOOD, FLORIDA 32779
TELEPHONE (407) 869-0020
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June 7, 2002

Attn: New Filing Section
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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-06/20/02--01033--007
****125.00 ****125.00

SUBJECT: SUN RESORTS LIMITED TITLE, L.L.C.

Enclosed are an original and one copy of the Articles of Organization and a Statement Accepting Appointment as Registered Agent for a Florida Limited Liability Company. I have also enclosed a check in the amount of \$125.00 for the requisite filing fee. Please send the certificate at your earliest convenience to:

Law Offices of Gregory Lerch
1081 Sandy Lane
Longwood, Florida 32779

I can be reached at (407) 869-0020 if you have any further questions. Thank you in advance for your cooperation.

FILED
02 JUN 20 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely,

Gregory Lerch

Name	Availability
Docu	DCC
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ARTICLES OF ORGANIZATION
FOR
SUN RESORTS LIMITED TITLE, L.L.C.

A Florida Limited Liability Company
1964 North John Young Parkway
Kissimmee, Florida 34741

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I
NAME

The name of this Limited Liability Company shall be SUN RESORTS LIMITED TITLE, L.L.C. (hereinafter "L.L.C.").

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the L.L.C. is 1964 North John Young Parkway, Kissimmee, Florida, 34741.

ARTICLE III
DURATION

The L.L.C. shall commence its existence on the date these Articles Of Organization are filed by the Florida Department of State. The L.L.C.'s existence shall be perpetual unless the L.L.C. is dissolved earlier as provided in these Articles Of Organization or in the regulations.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the L.L.C. in the state of Florida are CHARLES C. FREY, 1964 North John Young Parkway, Kissimmee, Florida, 34741. The L.L.C. may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Organization.

ARTICLE V
ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the L.L.C. except with the unanimous written consent of all the members of the L.L.C. and on the terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the L.L.C. as set forth in the regulations of the L.L.C., but the transferee shall have no right to participate in the management of the business and affairs of the L.L.C. or become a member unless 100% of the members of the L.L.C. other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VI
MEMBERS' RIGHT TO CONTINUE BUSINESS

The L.L.C. shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the L.L.C., unless the business of the L.L.C. is continued by unanimous vote of the remaining members.

ARTICLE VII
MANAGEMENT/MEMBERS

The L.L.C. shall be managed by a manager or managers and is, therefore, a manager-managed company. The name and address of the manager of the L.L.C. are:

CHARLES C. FREY
1964 North John Young Parkway
Orlando, Florida 34741

The names and addresses of the members of the L.L.C. are:

CHARLES C. FREY
1964 North John Young Parkway
Orlando, Florida 34741

GLEN VIEIRA
2515 Poinsettia Drive
San Diego, CA 92106

FILED
02 JUN 20 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX
INDEMNIFICATION

In addition to any rights and duties under applicable law, the L.L.C. shall indemnify and hold harmless all of its present and former members, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said members, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE X
LIMITED LIABILITY OF SHAREHOLDERS

The private property of the members shall not be subject to payment of the L.L.C.'s debts to any extent.

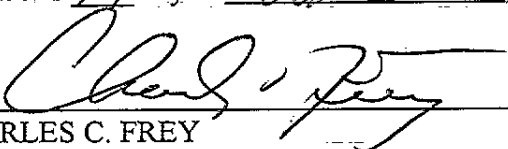
ARTICLE XI
AMENDMENT

This L.L.C. reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

ARTICLE XII
HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the member hereinbefore named, for the purpose of forming a L.L.C. under Florida Statutes, Chapter 608, and other laws of the state of Florida, to do business both within and without the State of Florida, does hereby make and file these Articles of Organization declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set his hand and seal this 17 day of JUNE, 2002.



CHARLES C. FREY
Manager/Member

FILED
JUN 20 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

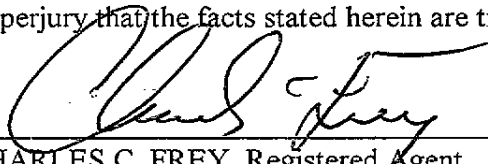
STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. 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 under Chapter 608, Florida Statutes.

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

Date

6/17/02



CHARLES C. FREY, Registered Agent

FILED
02 JUN 20 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA