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LIMITED LIABILITY COMPANY

KSL Melbourne II, LLC

Entity	
Agent	DCC
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Certificate of Status	0
Certified Copy	1
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**ARTICLES OF ORGANIZATION
OF
KSL MELBOURNE II, LLC**

The undersigned, acting as the authorized representative of the organizing member of a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company (the "Company"):

ARTICLE I

Name

The name of the Company is KSL Melbourne II, LLC.

ARTICLE II

Principal Office Street and Mailing Address

The principal office street and mailing address of the Company are: 5790 Fleet Street, Suite 300, Carlsbad, California 92008.

ARTICLE III

Initial Registered Agent and Office

The street address of the initial registered office of the Company is One Harbour Place, 777 S. Harbour Island Boulevard, Tampa, Florida 33602-5730, and the name of its initial registered agent at that address is CFRA, LLC.

ARTICLE IV

Authorized Representative

The name and address of the authorized representative of the organizing member of the Company executing these Articles of Organization are:

<u>Name</u>	<u>Address</u>
Cristin A. Conley	One Harbour Place 777 S. Harbour Island Boulevard Tampa, Florida 33602-5730

Dated this 14th day of January, 2003.

By: _____

Cristin A. Conley
Authorized Representative

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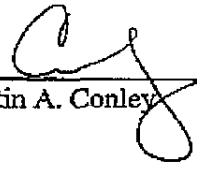
ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 14th day of January, 2003.

REGISTERED AGENT:

CFRA, LLC

By:  Cristin A. Conley

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