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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032  
REFERENCE : 911185 7199649  
AUTHORIZATION : Patricia Pajoto  
COST LIMIT : \$ 155.00

ORDER DATE : January 29, 2003  
ORDER TIME : 11:29 AM  
ORDER NO. : 911185-005  
CUSTOMER NO: 7199649

CUSTOMER: Ms. Olga Duque  
Hunton & Williams

Suite 2500, Barclays Financial  
Center 1111 Brickell Ave  
Miami, FL 33131

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NAME: DEER CREEK LODGE, LLC

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
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- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF ORGANIZATION  
OF  
DEER CREEK LODGE, LLC**

These Articles of Organization are made for the purpose of organizing a Florida limited liability company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

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**ARTICLE I - NAME**

The name of the limited liability company is Deer Creek Lodge, LLC (the "Company").

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Company is c/o Costa Nursery Farms, 22290 SW 162 Avenue, Goulds, Florida 33170.

**ARTICLE III - DURATION**

The period of duration of the Company shall be perpetual.

**ARTICLE IV - PURPOSES**

The Company is organized for the purpose of transacting all lawful activities and businesses.

**ARTICLE V  
REGISTERED AGENT; REGISTERED ADDRESS**

The name of the initial registered agent of the Company is Corporation Service Company. The Florida street address of the initial registered agent of the Company is 1201 Hays St., Tallahassee, Florida 32301.

**ARTICLE VI  
MANAGEMENT**

The Company is to be manager managed in accordance with the terms and conditions of the Company's Operating Agreement.

**ARTICLE VII  
ADMISSION OF ADDITIONAL MEMBERS**

Additional members to the Company may be admitted only in accordance with the terms and conditions of the Company's Operating Agreement, as amended from time-to-time.

ARTICLE VIII  
MEMBERS RIGHTS TO CONTINUE BUSINESS

If a member of the Company dies, retires, resigns, is expelled, becomes bankrupt or dissolves, or upon the occurrence of any other event which terminates the continued membership of a member in the Company (the "Retiring Member"), the remaining member(s) holding a majority of the outstanding Membership Interests (other than the Membership Interests owned by the Retiring Member) may continue the business of the Company.

IN WITNESS WHEREOF, the undersigned authorized representative of the members of Deer Creek Lodge, LLC has executed these Articles of Organization as of January 27, 2003.

**DEER CREEK LODGE, LLC**

By: \_\_\_\_\_

Abigail C. Watts-FitzGerald  
Members' Authorized Representative

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TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That Deer Creek Lodge, LLC desiring to organize under the laws of the State of Florida, has named Corporation Service Company, located at 1201 Hays St., Tallahassee, Florida 32301, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 608.415, Florida Statutes.

Dated this 27<sup>TH</sup> day of January, 2003.

  
Name: \_\_\_\_\_  
Registered Agent

Brian Courtney  
Asst. V. Pres.

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