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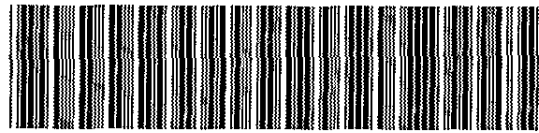
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J. BRYAN FEB 18 2003

**CORPORATE
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LLC

1.) Paradise Palms Resort of Orlando, LLC
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
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4.) _____
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**ARTICLES OF ORGANIZATION
OF
PARADISE PALMS RESORT OF ORLANDO, LLC**

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ARTICLE I. NAME.

The name of this limited liability company is: PARADISE PALMS RESORT OF ORLANDO, LLC.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this limited liability company is: 104 N. Church St., Kissimmee, FL 34741.

ARTICLE III. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent is: Brian M. Mark, 104 N. Church St., Kissimmee, FL 34741.

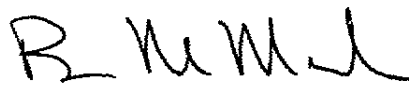
ARTICLE IV. MANAGEMENT.

The limited liability company is to be a member-managed company. The managing member of this limited liability company is: Max Cawal, 104 N. Church St., Kissimmee, FL 34741.

ARTICLE V. MEMBER.

The name and street address of the member of the limited liability company are:
The member of this limited liability company is: Max Cawal, 104 N. Church St., Kissimmee, FL 34741.

The undersigned has executed these Articles of Organization on the 14th day of February, 2003.



Brian M. Mark
Authorized Representative

Acceptance by Resident Agent

Having been named as registered agent and designated to accept service of process for the above limited liability company, 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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Brian M. Mark

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