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LIMITED LIABILITY COMPANY

Cinderella's Other Castles (Property Management), LLC

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**ARTICLES OF ORGANIZATION FOR
CINDERELLA'S OTHER CASTLES (PROPERTY MANAGEMENT), LLC
A FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I

NAME

The name of the Limited Liability Company is CINDERELLA'S OTHER CASTLES (PROPERTY MANAGEMENT), LLC.

ARTICLE II

ADDRESS

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

DURATION

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV

MANAGEMENT AND OWNERSHIP

The Limited Liability Company is to be managed by its sole member, and the name and address of the sole member of the Limited Liability Company is:

<u>Name</u>	<u>Address</u>
Linda Balash	215 Celebration Place, Suite 500 Celebration, Florida 34747

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of the Limited Liability Company is 215 Celebration Place, Suite 500, Celebration, Florida 34747, and the initial Registered Agent at such address is Linda Balash.

IN WITNESS WHEREOF, the undersigned Managing Member affirms that, under penalties of perjury, the facts stated herein are true, and the undersigned member has executed these Articles of Organization this 31 day of May, 2003.


Linda Balash, Managing Member

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APPROVE
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**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article V of the foregoing Articles of Organization as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that she is familiar with, and hereby accepts, the obligations set forth in Section 608.407, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to her as Registered Agent of the limited liability company.

DATED this 31 day of May, 2003.



Linda Balash

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