

Division of Corporations

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Florida Department of State
Division of Corporations
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Account Name : PHOENIX LAW PARTNERS, P.A.
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LIMITED LIABILITY COMPANY**Mariner's Club Bahia Beach Vacations LLC**

Certificate of Status	0
Certified Copy	1
Page Count	04
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ARTICLES OF ORGANIZATION
For a Domestic Limited Liability Company

Pursuant to the laws of the State of Florida, to wit Chapter 608 of the 2001 Florida Statutes, the undersigned executes the following articles ("Articles") for purposes of forming a limited liability company ("the Company"):

ARTICLE I

The name of the limited liability company is:

Mariner's Club Bahia Beach Vacations LLC

ARTICLE II

The principal office shall be located at
12800 University Drive, Suite 400, in the County of Lee, State of Florida.

The mailing address is
12800 University Drive, Suite 400, Fort Myers, Florida 33907.

ARTICLE III

The initial registered agent is
Charles PT Phoenix, Esq.

Service of process may be made on the registered agent at
12697 New Brittany Boulevard, Fort Myers, Florida 33907.

ARTICLE IV

The Company may engage in any activity permitted by the Florida Limited Liability Company Act, as well as the other laws of the State of Florida, subject always to limitations of all other jurisdictions in which the Company acts.

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ARTICLE V

The Company shall adopt an operating agreement that conforms to these Articles by unanimous consent of the initial members ("Operating Agreement"). The Operating Agreement shall always be construed to conform to these Articles or, if any paragraph or section of the Operating Agreement cannot be reasonably construed to conform to these Articles, each offensive paragraph and/or section of the Operating Agreement shall be stricken as if it had never been adopted into the Operating Agreement so that the Operating Agreement conforms to these Articles. The Operating Agreement shall otherwise be amendable and/or address matters not specifically precluded by these Articles. This Article controls all contradictory provisions of the other Articles, if any.

ARTICLE VI

The Company shall act under the direction of the members (each a "Member"), always pursuant to these Articles and the Operating Agreement.

ARTICLE VII

The membership interests in the Company shall be of one class, each membership interest maintaining voting rights proportional to the Member's membership interest. Equity, profits and losses shall be allocated and distributed in accordance with the Operating Agreement.

Except because of the provisions governing the admittance of new Members by unanimous vote, each Member shall have preemptive rights to purchase membership interests in cash pro rata based on the Member's proportional voting rights pursuant to any offering by the Company.

The membership interests shall have no further rights or preferences other than those specifically mandated by the Florida Limited Liability Company Act or as otherwise specified in these Articles or the Operating Agreement.

The membership interests shall have no other limitations other than those specifically mandated by the Florida Limited Liability Company Act or as specified in these Articles or the Operating Agreement.

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ARTICLE VIII

The Company shall exist in perpetuity, unless dissolved pursuant to the Florida Limited Liability Company Act or as provided in the Operating Agreement.

ARTICLE IX

All documents evidencing membership interests shall clearly bear legends indicating that the membership interests are issued subject to restrictions on transferability, in reliance upon the existence of exemptions from federal and state securities laws and with other rights, limitations, preferences and elections as expressed in these Articles.

ARTICLE X

Additional Members may be admitted to the Company upon the unanimous vote of all of the Members of the Company.

ARTICLE XI

The Articles may only be amended, superceded or repealed upon the unanimous vote, or unanimous, written, affirmative consent, of all of the Members.

ACKNOWLEDGMENT

I, an authorized representative of the Company, and without personally assuming or ratifying any prior contracts or promises made on behalf of the Company by any person or entity prior to the Company's formation, if any, execute these Articles this 25th day of July 2003.


Charles PT Phoenix, Esq.

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT OF
Mariner's Club Bahia Beach Vacations LLC

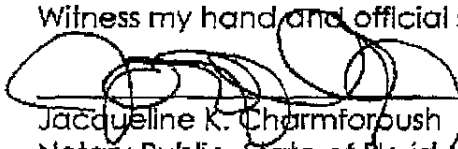
I hereby accept the appointment as registered agent as designated in the attached Articles. I am familiar with and accept the obligations mandated by Chapter 608 of the 2001 Florida Statutes that are associated with the appointment.

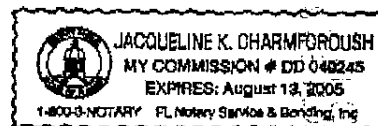

Charles PT Phoenix, Esq.

State of Florida)
)
County of Lee)

I hereby certify that before me, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared Charles PT Phoenix, Esq., known to me to be the person who executed this Acceptance of Appointment as Registered Agent.

Witness my hand and official seal this 20th day of July 2003.


Jacqueline K. Charmforoush
Notary Public, State of Florida
My commission number is DD 049245
My commission expires August 13, 2005



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