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BK



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 231011 80573A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 5, 2003

ORDER TIME : 11:15 AM

ORDER NO. : 231011-005

CUSTOMER NO: 80573A

CUSTOMER: Mr. Brent Jenkins
Millis & Jenkins

Suite 4
1414 West Granada Boulevard
Ormond Beach, FL 32174

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NAME: SANDALS DEVELOPMENT, L.L.C.

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
OF
SANDALS DEVELOPMENT, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

Article I - Name

The name of the liability Company shall be: SANDALS DEVELOPMENT, L.L.C.

Article II - Address

The mailing address and street address of the principal office of the company is: 6 Hickory Lane, Flagler Beach, FL 32136.

Article III - Duration

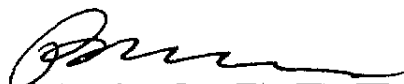
The company shall have perpetual existence.

Article IV - Registered Office and Agent

The name and street address of the registered office and registered agent's are:

Raymond D. Michaels, Sr.
6 Hickory Lane
Flagler Beach, FL 32136

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 as provided for in Chapter 608, F.S.




Raymond D. Michaels, Sr.
Registered Agent

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Ormond Beach, Florida, on September 4, 2003.


Raymond D. Michaels, Sr.

Sworn to and subscribed before me this
4th day of September, 2003 by Raymond
D. Michaels, Sr., who is personally known to
me - or - who produced diver's license
as identification.

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TALLAHASSEE, FLORIDA


Notary Public, State of Florida
My Commission expires:

