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TALLAHASSEE, FLORIDA

MANG LAW FIRM, P.A.

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October 17, 2003

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

FILED
OCT 17 PM 3:21
TALLAHASSEE, FLORIDA

RE: **Articles of Organization for**
ROYAL BEACH & GOLF RESORTS, LLC

To whom it may concern:


On behalf of our client, Royal Beach & Golf Resorts, LLC ("Royal Beach"), please consider the enclosed Articles of Organization for approval by your Department.

The requisite fees for filing, designation of registered agent, certified copy, and a certificate of status has been included (\$160 total).

Upon approval, please contact my office and I will have someone pick up the relevant documentation and then forward to our client's attention.

I appreciate your attention to this matter. If you have any questions, or require additional information, please do not hesitate to call me locally at 222-7710.

Sincerely,



Gary Sumner

Enclosure

Call when ready
222-7710

ARTICLES OF ORGANIZATION
OF
ROYAL BEACH & GOLF RESORTS, LLC
a Florida Limited Liability Company

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03 OCT 17 PM 3:27
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLE I

The name of the Limited Liability Company is: Royal Beach & Golf Resorts, LLC.

ARTICLE II

The street address of the principal office of the Limited Liability Company is:

Royal Beach & Golf Resorts, LLC
32 East County Highway 30-A
Grayton Corners, Suite 200
Grayton Beach, FL 32459

ARTICLE III

The mailing address for the Limited Liability Company is:

c/o Jeanne Marie McNellis
25 Cherry Lane Drive
Englewood, CO 80113

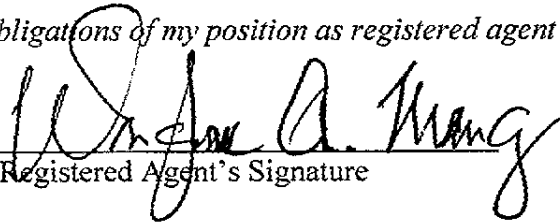
ARTICLE IV

The name and the Florida street address of the registered agent are:

Douglas A. Mang, Esq.
Mang Law Firm, P.A.
660 East Jefferson Street
Tallahassee, Florida 32301

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.


Registered Agent's Signature

ARTICLE V

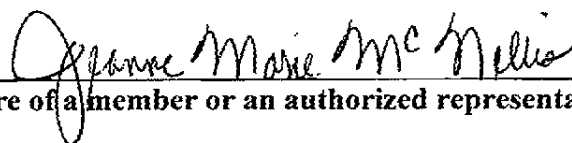
The Limited Liability Company is to be member-managed. The names and addresses of the Managing Members are:

Donald Irving & Nancy Sue Marden
P.O. Box 1127
Freeport, FL 32459

Patricia & James Geishecker
119 Edgewood Terrace
Santa Rosa Beach, FL 32459

Jeanne Marie & Daniel J. McNellis
25 Cherry Lane Drive
Englewood, CO 80113

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TALLAHASSEE, FLORIDA


Signature of a member or an authorized representative of a member.*

Jeanne Marie McNellis

Typed or printed name of signee

*In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.