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PAGE 1/2

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Division of Corporations

Page 1 of 1

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Division of Corporations

Fax Number : (850)205-0383

From: GAIL S ANDRE

Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.

Account Number : 072720000036

Phone : (407)843-4600

Fax Number : (407)843-4444

PLEASE ARRANGE FILING OF THE ATTACHED AMENDED AND RESTATED ARTICLES OF ORGANIZATION AND RETURN A CERTIFICATION OF FILING AND CERTIFICATE OF STATUS AS SOON AS POSSIBLE. THANK YOU.

LIMITED LIABILITY AMENDMENT

WORLDQUEST RESORT PARTNERS, L.L.C.

Certificate of Status	1
Certified Copy	1
Page Count	01
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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
WORLDQUEST RESORT PARTNERS, L.L.C.**

The undersigned, pursuant to the provisions of Section 608.411 of the Florida Statutes, desires to amend and restate the Articles of Organization of WORLDQUEST RESORT PARTNERS, L.L.C., filed with the Florida Department of State on October 23, 2003, and hereby adopts the Amended and Restated Articles of Organization set forth below:

ARTICLE I NAME

The name of this limited liability company is WORLDQUEST RESORT PARTNERS, L.L.C. (the "Company").

ARTICLE II PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Company is 7307 Somerset Shores, Orlando, Florida 32819.

ARTICLE III - REGISTERED OFFICE AND AGENT

The street address of the registered office of the Company is 1100 Town Plaza Court, Suite 2010, Winter Springs, Florida 32708, and the name of the registered agent of the Company at that address is Gregory Lee.

ARTICLE IV - MANAGEMENT

The Company is to be managed by one or more managers and is, therefore, a manager-managed company.

IN WITNESS WHEREOF, the undersigned manager has duly executed these Amended and Restated Articles of Organization on this 28th day of February 2005.


Stuart L. Murray, Manager

ACCEPTANCE OF REGISTERED AGENT

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, Florida Statutes.


Gregory Lee

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