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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

WILLIAM I. ZIMMERMAN
Attorney at Law
521 South Andrews Ave. #15
Fort Lauderdale, Fla. 33301
PH. (954) 463-6224

February 17, 2004

Registration Section
Div. of Corporations
P.O. Box 6327
Tallahassee, Fla. 32314

re: Crown Global Fort Lauderdale, LLC.

Greetings:

The enclosed Articles of Organization are submitted for filing. My check of \$160.00 is for filing, designation of registered agent, certified copy, and certificate of status.

Please return all to me at the above address or call for further information.

Thank you very much.

Sincerely,

William I. Zimmerman

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF
CROWN GLOBAL FORT LAUDERDALE, LLC

I, the undersigned, being of legal age and a natural person, do hereby subscribe to acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company ("Limited Liability Company") under Chapter 608 of the Florida Statutes and the laws of the State of Florida.

ARTICLE I

The name of the Limited Liability Company is: Crown Global Fort Lauderdale, LLC

ARTICLE II

The mailing address and street address of the principle office of the Limited Liability shall be: 521 South Andrews Ave., Suite 15, Fort Lauderdale, Fla. 33301. But shall have the power and authority to establish branch offices at such place or places as may be designated by the manager.

ARTICLE III

The purpose of this Limited Liability Company is to engage in any activity or activities permitted under the laws of the State of Florida, including, without limitation, the sale of vacation club memberships.

ARTICLE IV

This Limited Liability Company shall commence its existence immediately upon the filing of these Articles of Organization with the Secretary of State of Florida and shall exist perpetually thereafter unless sooner dissolved according to law.

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TALLAHASSEE, FLORIDA

ARTICLE V

The name and mailing and street address of the initial registered agent of this Limited Liability Company shall be: Rhoda Sokoloff, Esq., 521 South Andrews Ave., Suite 15, Fort Lauderdale, Fla. 33301.

ARTICLE VI

This Limited Liability Company shall be managed by a manager or managers with the exact number to be specified in an Operating Agreement of the Company. Initially there shall be one manager, to wit: William I. Zimmerman, 521 South Andrews Ave., Suite 15, Fort Lauderdale, Florida, 33301.

ARTICLE VII

No contract or other transaction between this Limited Liability Company and any other limited liability company or corporation, and no act of this Limited Liability Company, shall in any way be affected or invalidated by the fact that any of the managers of this Limited Liability Company are monetarily or otherwise interested in, or are directors or officers or managers of, such other limited liability company or corporation. Any manager individually, or any firm of which any manager may be a member, may be party to, or may be monetarily or otherwise interested in, any contract or transaction of this Limited Liability Company, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the managers hereof, and any manager of this Limited Liability Company who is also a director or an officer or a manager of such other limited liability company or corporation, or who is interested, may be counted in determining the existence of a quorum at any meeting of the managers of this Limited Liability Company which shall authorize any such contract or transaction with the like force and effect as if he were not such a director or officer or manager of such other limited liability company or corporation, or not so interested.

ARTICLE VIII

The private property of the members shall not be subject to payment of the debts of the Limited Liability Company to any extent.

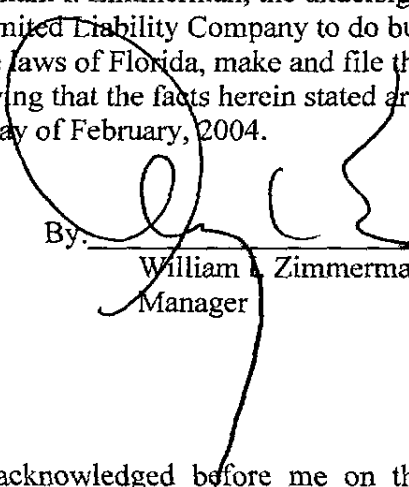
ARTICLE IX

This Limited Liability Company may indemnify and insure its manager(s) to the fullest extent permitted by law.

ARTICLE X

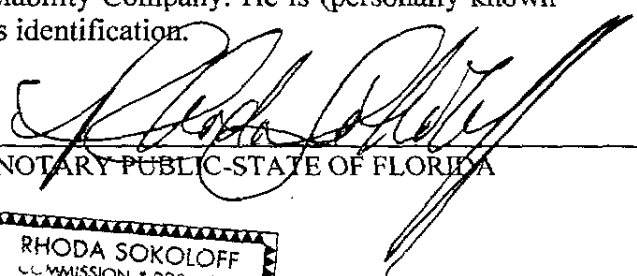
The power to adopt, alter, amend or repeal the regulations of the Limited Liability Company shall be vested in the manager(s).

IN WITNESS WHEREOF, I, William I. Zimmerman, the undersigned, being a manager, for the purpose of forming a Limited Liability Company to do business within and without the State of Florida, under the laws of Florida, make and file these Articles of Organization hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 17th day of February, 2004.

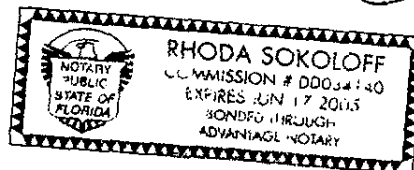
By: 
William I. Zimmerman
Manager

State of Florida)
County of Broward)

The foregoing instrument was acknowledged before me on this 17th day of February, 2004, by William I. Zimmerman, as the manager of Crown Global Fort Lauderdale, LLC on behalf of the Limited Liability Company. He is (personally known to me) (or has produced his drivers license) as identification.


NOTARY PUBLIC-STATE OF FLORIDA

My Commission Expires:



04 FEB 23 PM 12: 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF CHAPTER 608, FLORIDA STATUTES, THE
UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED
AGENT IN THE STATE OF FLORIDA.

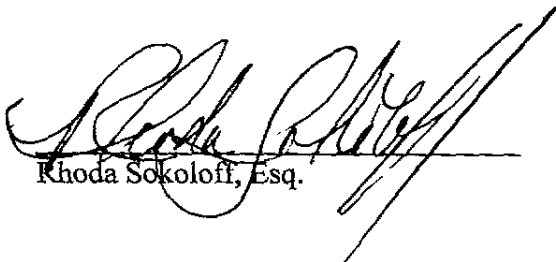
1. The name of the limited liability company is:

Crown Global Fort Lauderdale, LLC

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

Rhoda Sokoloff, Esq.
521 South Andrews Ave., Suite 15
Fort Lauderdale, Fla. 33301

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 proper and complete
performance of my duties, and am familiar with and accept the obligations of my position
as registered agent.


Rhoda Sokoloff, Esq.

Date: February 18, 2004

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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