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From: Account Name : GREENSPOON MARDER HIRSCHFELD RAEKIN ROSS & BERGER, P.
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LIMITED LIABILITY COMPANY

Ultimate Resort, LLC

Certificate of Status	0
Certified Copy	0
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J. BRYAN MAY 28 2004

AUDIT NO. H040001133633

**ARTICLES OF ORGANIZATION
OF
ULTIMATE RESORT, LLC**

ARTICLE I - Name:

The name of the Limited Liability Company is Ultimate Resort, LLC

ARTICLE II - Duration:

The period of duration for the Limited Liability Company shall begin with the filing of these Articles with the Florida Department of State, and shall exist perpetually, unless sooner dissolved in accordance with the Operating Agreement of the Limited Liability Company or Florida law.

ARTICLE III - Address:

The mailing address and street address of the principal office of the Limited Liability Company is 3501 W. Vine Street, Suite 335, Kissimmee, Florida 34741.

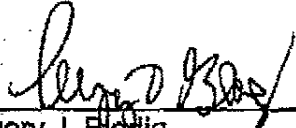
ARTICLE IV - Registered Agent:

The name and address of the initial registered agent for this Limited Liability Company is Gregory J. Blodig, 100 W. Cypress Creek Road, Suite 700, Fort Lauderdale, Florida 33309.

ARTICLE V - Management:

The Limited Liability Company is to be managed by a manager and the name and address of the initial manager who is to serve as manager is CastleRock Partners, LLC, 3501 W. Vine Street, Suite 335, Kissimmee, Florida 34741.

Whereof, the undersigned member has executed these Articles the 26th day of May, 2004.



Gregory J. Blodig,
Authorized Representative of Member

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TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

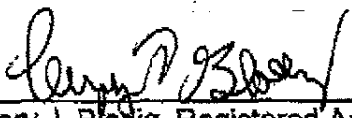
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507,
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY
SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Ultimate Resort, LLC

2. The name and address of the registered agent and office is:

Gregory J. Blodig
100 W. Cypress Creek Road, Suite 700
Fort Lauderdale, Florida 33309

By: 
Gregory J. Blodig, 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.


Gregory J. Blodig (Signature)

May 27, 2004
(Date)

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