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**OVERSTREET, MILES, RITCH & CUMBIE, P.A.**  
**ATTORNEYS AT LAW**

100 Church Street  
Kissimmee, Florida 34741

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September 23, 2004

Registration Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

***Re: Filing Articles of Organization of Florida Vacation Villas USA,  
LLC***

Dear Amendment Section:

Please find enclosed, under the cover of this letter, the Articles of Organization of Florida Vacation Villas USA, LLC, and a check made payable to the Department of State in the amount of \$130.00 for filing the Articles. Please file the Articles of Organization and forward back to us a Certificate of Status.

Please do not hesitate to contact me with any questions or comments. Thank you for your time and cooperation.

Yours truly,



Haley D. Bronson, Esquire  
Attorney of  
Overstreet, Miles, Ritch & Cumbie P.A.

Enclosure(s)

FILED  
04 SEP 27 AM 8:38  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
FLORIDA VACATION VILLAS USA, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608 (the "Act"), hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I – NAME**

The name of the limited liability company shall be Florida Vacation Villas USA, LLC ("company").

**ARTICLE II – ADDRESS**

The mailing address and street address of the principal office of the company is Post Office Box 185, Ormskirk, England, L394WW.

**ARTICLE III – DURATION**

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these Articles of Organization or in the Operating Agreement.

**ARTICLE IV – REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the state of Florida is Andrew Dawson 146 Greeley Loop, Davenport, Florida 33897.

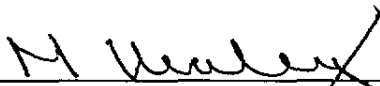
**ARTICLE V – MEMBERS**

The Company shall have at least one member and may admit additional members on the prior unanimous written agreement of the then-existing members, or as otherwise provided in the Operating Agreement. The member of the company is Florida Vacation Villas, LTD, a foreign corporation.

**ARTICLE VI – INDEMNIFICATION**

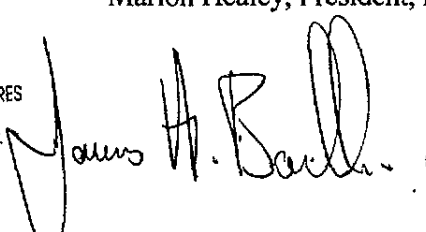
Except as expressly provided in the Operating Agreement, the company shall indemnify any member, or former member to the full extent permitted under the Act.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Organization as of this 2<sup>nd</sup> day of September, 2004.

  
\_\_\_\_\_  
Marion Healey, President, Florida Vacation Villas, LTD



James H. Baillie  
MY COMMISSION # DD134188 EXPIRES  
July 16, 2006  
BONDED THRU TROY FAIR INSURANCE, INC.



**FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 608.415 of the Florida Statutes, the following is submitted:

That Florida Vacation Villas USA, LLC desiring to organize a limited liability company under the laws of the State of Florida with its registered office, as indicated in the Article of Organization filed even date herewith, at 146 Greeley Loop, Davenport, Florida 33897, has named Andrew Dawson, as its agent to accept service within this state.

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for Florida Vacation Villas USA, LLC, at the place designated in the Articles of Organization, 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 in Chapter 608, F.S.

  
\_\_\_\_\_  
Andrew Dawson