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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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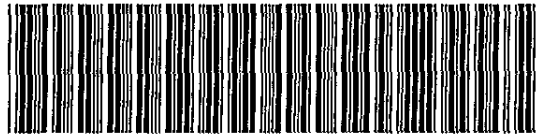
(Business Entity Name)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN NOV - 8 2004

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: RUTLAND RESORT PROPERTIES, TWO, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

W. DONALD RUTLAND
(Name of Person)

RUTLAND RESORT PROPERTIES, TWO, LLC
(Firm/Company)

10065 EMERALD COAST PKWY, W. SUITE C-201
(Address)

DESTIN FL 32550
(City/State and Zip Code)

For further information concerning this matter, please call:

W. DONALD RUTLAND at (850) 654-0932
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is:

RUTLAND RESORT PROPERTIES TWO LLC

ARTICLE II - Address:

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

Principal Office Address:

Mailing Address:

10065 EMERALD COAST PKWY. W.

SAME

SUITE C-201

DESTIN, FL 32550

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

W. DONALD RUTLAND
Name

10065 EMERALD COAST PKWY. W. SUITE C-201
Florida street address (P.O. Box **NOT** acceptable)

DESTIN, FLORIDA 32550
City, State, and Zip

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..

W. Donald Rutland
Registered Agent's Signature

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

W. DONALD RUTLAND

10065 EMERALD COAST PKWY, W. SUITE 200
DESTIN, FL 32550

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:

W. Donald Rutland

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

(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.)

W. DONALD RUTLAND

Typed or printed name of signer

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

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TALLAHASSEE, FLORIDA