

DEC-29-2004 15:5
Division of Corporations

CT CORPORATION

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Florida Department of State
Division of Corporations
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Division of Corporations
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Account Name : C T CORPORATION SYSTEM
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Phone : (850) 222-1092
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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

Gemstone LBV, LLC

| | |
|-----------------------|----------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 03 |
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TALLAHASSEE, FLORIDA

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3p

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**ARTICLE I - Name:**

The name of the Limited Liability Company is:

Gemstone LBV, LLC**ARTICLE II - Address:**

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

Principal Office Address:12490 Apopka-Vineland Road
Orlando, FL 32836**Mailing Address:**c/o Gemstone Resorts International, LLC
1912 Sidewinder Dr, Suite 104
Park City, UT 84060**ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:**

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

CT Corporation System

Name

1200 South Pine Island RoadFlorida street address (P.O. Box NOT acceptable)Plantation, Florida 33324

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, F.S.

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Hiedi M. Liesch

Registered Agent's Signature

Hiedi Liesch, Asst. Secretary

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

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

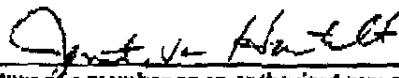
Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:MGRGregory Hooper, Gemstone Hospitality1912 Sidewinder Drive, Suite 104Park City, UT 84060

(Use attachment if necessary)

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

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.)

Janet van Hartesvelt

Typed or printed name of signee

Filing Fees:**\$125.00 Filing Fee for Articles of Organization and Designation
of Registered Agent****\$ 30.00 Certified Copy (Optional)****\$ 5.00 Certificate of Status (Optional)**FILED
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