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Account Name : EMPIRE CORPORATE KIT COMPANY  
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**LIMITED LIABILITY COMPANY**

**paradise palms, l.l.c.**

Certificate of Status	0
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J. BRADY FEB - 9 2005

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ARTICLES OF ORGANIZATION  
OF  
PARADISE PALMS, L.L.C.

FILED  
2005 FEB - 8 AM 9:44  
JULY 13 2005  
TALLAHASSEE, FLORIDA

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

1. Name. The name of the limited liability company is PARADISE PALMS, L.L.C. ("Company").

2. Duration. The Company shall exist from the date of filing these Articles with the Department of State until the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.

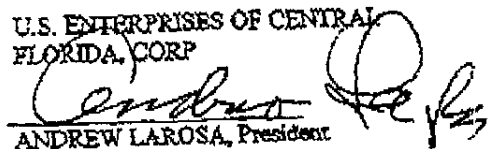
3. Mailing Address and Street Address. The Company's mailing and street address is 801 Oak Shadows Road, Celebration, Florida 34747.

4. Registered Agent and Office. The name of the initial registered agent of the Company is Andrew LaRosa. The street address of the initial registered agent of the company is 801 Oak Shadows Road, Celebration, Florida 34747.

5. Management of the Company. The Company is to be managed by U.S. Enterprises of CF, L.L.C. as a member-manager.

IN WITNESS WHEREOF, I the undersigned the President of U.S. Enterprises of Central Florida Corp, member manager of U.S. Enterprises of CF, L.L.C, have signed this Articles of Organization as an authorized representative of the member manager and acknowledge it to be my act on this 7<sup>th</sup> day of February, 2005.

U.S. ENTERPRISES OF CENTRAL  
FLORIDA, CORP

  
ANDREW LAROSA, President

Prepared by: Roy R. Lustig, Esq  
Fla. Bar No. 280070  
2600 Douglas Road  
Suite 908  
Coral Gables, Florida 33134

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

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TALLAHASSEE, FLORIDA

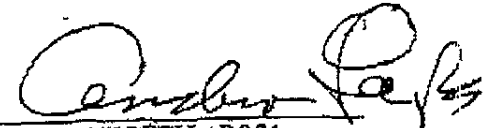
Pursuant to the Provisions of Section 608.415, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designation of the Registered Office/Registered Agent, in the State of Florida.

1. The name of the Limited Liability Company is: PARADISE PALMS, L.L.C.
2. The name and address of the Registered Agent and office is:

Andrew LaRosa  
801 Oak Shadows Road  
Celebration, Florida 34646

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.

Dated this 7<sup>th</sup> day of February, 2005.

  
ANDREW LAROSA

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