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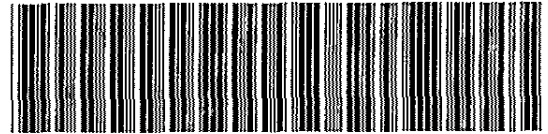
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CAPITAL CONNECTION, INC.

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Primestar Legacy Resort II, LLC

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- ☐ Art of Inc. File _____
- ☐ LTD Partnership File _____
- ☐ Foreign Corp. File _____
- ☒ L.C. File _____
- ☐ Fictitious Name File _____
- ☐ Trade/Service Mark _____
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- ☐ Certificate of Fictitious Name _____
- ☐ Corp Record Search _____
- ☐ Officer Search _____
- ☐ Fictitious Search _____
- ☐ Fictitious Owner Search _____
- ☐ Vehicle Search _____
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- ☐ UCC 1 or 3 File _____
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- ☐ UCC 11 Retrieval _____

Signature _____

Requested by:

Name _____

Date _____

Time _____

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ARTICLES OF ORGANIZATION OF PRIMESTAR LEGACY RESORT II, LLC

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be PRIMESTAR LEGACY RESORT II, LLC ("the company"), and its principal office shall be located at 2831 Ringling Blvd., Suite 211 D in the City of Sarasota, County of Sarasota, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II. PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which the company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of the company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III. MANAGEMENT

The company shall be managed by two managers. The names and addresses of the persons who shall initially serve are as follows:

Stanley S. Appel
2831 Ringling Blvd., Suite 211 D
Sarasota, Florida 34237

Arthur Eckert
2831 Ringling Blvd., Suite 211 D
Sarasota, Florida 34237

ARTICLE IV. CERTIFICATE OF MEMBERSHIP

A member's interest in PRIMESTAR LEGACY RESORT II, LLC may be evidenced by a certificate of membership interest signed by the managers, which may be assigned or transferred as provided for in the Operating Agreement.

ARTICLE V. TRANSFERABILITY OF MEMBERSHIP INTEREST

The right to assign or transfer a member's interest in PRIMESTAR LEGACY RESORT II, LLC is limited by the provisions of the Operating Agreement.

ARTICLE VI. LIMITATION ON AGENCY AUTHORITY OF MEMBERS

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no member of the company shall be an agent of the company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the company solely by virtue of being a member.

ARTICLE VII. INDEMNIFICATION

The company shall indemnify every manager, and the managers's heirs, executors and administrators, against expenses actually and reasonably incurred by the manager, as well as against any amount paid upon a judgment in connection with any action, suit, or other proceeding, civil or criminal, to which the manager may be made a party by reason of having been a manager of the company.

This indemnification is being given because the managers will be requested by the company to act for and on behalf of the company and for the company's benefit.

This indemnification is not exclusive of other rights to which the managers may be entitled.

The managers are entitled to the fullest indemnification allowed by the current law or as the law may be amended after the adoption of these articles.

A manager shall be liable to the company for the following actions:

1. Any breach of his or her duty of loyalty to the company, or to its members;
2. An act or omission that was taken in bad faith and which constitutes a breach of the managers' duty to

the company by an act that is grossly negligent, malicious, or intentional, as those terms are defined by law;

3. A transaction in which the manager benefits to the detriment of the company or its members;
4. An action for which the manager is liable at law and for which an indemnification is not allowed.

ARTICLE VIII. DURATION

The company shall exist perpetually, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the company is 1605 Main Street, Suite 910, City of Sarasota, County of Sarasota, State of Florida, and the name of the company's initial registered agent at that address is the Berlin Law Firm, P.A.

The undersigned, being the original members of the company, certify that this instrument constitutes the proposed Articles of Organization of PRIMESTAR LEGACY RESORT II, LLC.

Executed by the undersigned at Sarasota, Florida on the _____ day of _____, 2005.

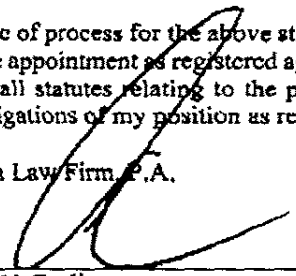


Evan N. Berlin
an authorized representative of a member

ACCEPTANCE OF 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.

Berlin Law Firm, P.A.

By: 

Evan N. Berlin
As its President
Registered Agent