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THE LAW OFFICE OF

KEITH R. TAYLOR, P.A.

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Divisions of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

March 14, 2005

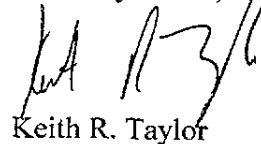
RE: PALM GROVE LODGE, LLC

Dear Sir or Madam,

Enclosed please find the proposed Articles of Organization of **PALM GROVE LODGE, LLC**, the signed Acceptance of Registered Agent, and copy of the Articles to be conformed and our check in the amount of \$ 125.00, representing the filing fee.

Please record these Articles as soon as possible and return a conformed copy to me at the above address. Your prompt attention to this matter will be greatly appreciated.

Sincerely Yours,



Keith R. Taylor

KRT/sl

cc: Palm Grove Lodge, LLC

Enclosure

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**ARTICLES OF ORGANIZATION
FLORIDA LIMITED LIABILITY COMPANY
PALM GROVE LODGE, LLC**

ARTICLE I - NAME

The name of the limited liability company is **PALM GROVE LODGE, LLC.**

ARTICLE II - ADDRESS

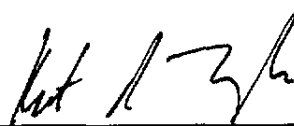
The mailing address of the limited liability company is: P.O. Box 995, Crystal River, FL 34423. The street address of the principal office of the limited liability company is: 3625 N. Suwanee Pt., Crystal River, FL 34428.

ARTICLE III - REGISTERED AGENT

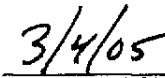
The name and the Florida street address of the registered agent are:
Keith R. Taylor, Esq., 1143 N. Lyle Ave., Crystal River, FL 34429

ARTICLE IV - 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 as provided for in Chapter 608, F.S..



Registered Agent's Signature



Date

ARTICLE V- MANAGER(S) OR MANAGING MEMBER(S)

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

Title: Name and Address: ("MGR" = Manager; "MGRM" = Managing Member)

MGRM- Ensing Properties, LLC- P.O. Box 995, Crystal River, FL 34423

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ARTICLE VI- EFFECTIVE DATE

The effective date of this limited liability company shall be the date and time when these Articles of Organization are filed, as evidenced by the Department of State's date and time endorsement on the original document.

ARTICLE VII- PURPOSE

The general nature of the business to be conducted by this limited liability company is to engage in any activities or business permitted under the laws of the United States of America and the State of Florida. This limited liability company may transact any lawful business allowed under the laws of the State of Florida.

ARTICLE VIII- POWERS

Unless otherwise provided in an operating agreement, this limited liability company shall have the same powers as an individual to do all things necessary to carry out its business and affairs, including, without limitation, the power to:

- (1) Sue and be sued, and defend, in its name.
- (2) Purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property, or any legal or equitable interest in property, wherever located.
- (3) Sell, convey, mortgage, grant a security interest in, lease, exchange, and otherwise encumber or dispose of all or any part of its property.
- (4) Purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, grant a security interest in, or otherwise dispose of and deal in and with, shares or other interests or obligations of any other entity.
- (5) Make contracts or guarantees, or incur liabilities; borrow money; issue its notes, bonds, or other obligations, which may be convertible into or include the option to purchase other securities of the limited liability company; or make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting limited liability company; a corporation which owns, directly or indirectly, a majority of the outstanding membership interests of the contracting limited liability company; or a corporation the majority of the outstanding stock of which

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is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding membership interests of the contracting limited liability company, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting limited liability company.

- (6) Lend money, invest or reinvest its funds, and receive and hold real or personal property as security for repayment.
- (7) Conduct its business, locate offices, and exercise the powers granted to it by these Articles, the operating agreement, if any, and §608.404, Florida Statutes, or any subsequent revision or re-numbering of such statute.
- (8) Select managers or managing members and appoint officers, directors, employees, and agents of the limited liability company, define their duties, fix their compensation, and lend them money and credit.
- (9) Make donations for the public welfare or for charitable, scientific, or educational purposes.
- (10) Pay pensions and establish pension plans, pension trusts, profit-sharing plans, bonus plans, option plans, and benefit or incentive plans for any or all of its current or former managers, members, officers, agents, and employees.
- (11) Be a promoter, incorporator, shareholder, partner, member, associate, or manager of any corporation, limited liability company, partnership, joint venture, trust, or other entity.
- (12) Make payments or donations or do any other act not inconsistent with the law, these Articles, or the operating agreement, if any, that furthers the business of the limited liability company.

ARTICLE IX- MANAGEMENT

Unless otherwise provided in an operating agreement, this limited liability company shall be a member-managed company.

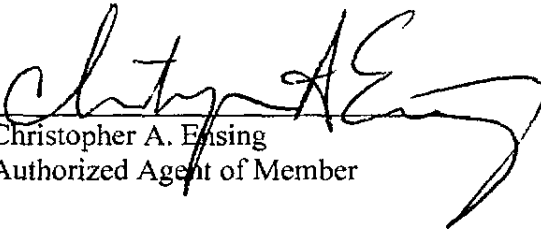
ARTICLE X- LIMITATION OF LIABILITY

Members, managers, and managing members of this limited liability shall not be liable, solely by reason of being a member or serving as a manager or managing member, under a judgment, decree, or order of a court, or in any other manner, for a debt, obligation, or liability of the limited liability company.

ARTICLE XI- OPERATING AGREEMENT

All members of this limited liability company may enter into an operating agreement, which need not be in writing, to regulate the affairs of the limited liability company and the conduct of its business, establish duties in addition to those set forth under Florida law, and to govern relations among the members, managers, and company. To the extent no operating agreement is entered into, chapter 608, Florida Statutes shall govern the relationship among members, managers, and the limited liability company.

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.


Christopher A. Easing
Authorized Agent of Member

Date

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