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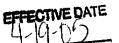
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LIMITED LIABILITY COMPANY

RESORT 535, L.L.C.

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Prepared-by: Moraitis, Cofar, Karney & Moraitis 915 Middle River Drive Suite 506 Fort Lauderdale FL 33304 Audit Fax No.: H05000097529 3

ARTICLES OF ORGANIZATION

OF

RESORT 535, L.L.C.

A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name: The name of the Limited Liability Company is:

RESORT 535, L.L.C., a Florida Limited Liability Company.

ARTICLE II - Address: The mailing address and the street address of the principal office of the Limited Liability Company is:

c/o Omni Management Systems 101 South Hamlin Court Longwood, Florida 32750.

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

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

Philip G. Petruzzelli c/o Omni Management Systems 101 South Hamlin Court Longwood, Florida 32750

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.

Philip G. Petruzzalli, Registered Agent

ARTICLE IV - Management (Check box if applicable.):

The Limited Liability Company is to managed by one manager or more managers and is, therefore, a manager - managed company.

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ARTICLE V - Effective Date: The Effective Date of these Articles of Organization is April 19, 2005.

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

Philip G. Petruzzell, 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.)

Filing Fces:

5100.00 - 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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