

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L05000043702
FILED 8:00 AM
May 03, 2005
Sec. Of State
mthomas

Article I

The name of the Limited Liability Company is:

RCL DEVELOPMENT VIII, LLC

Article II

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

5099 N. A1A
SUITE A
VERO BEACH, FL. US 32963

The mailing address of the Limited Liability Company is:

5099 N. A1A
SUITE A
VERO BEACH, FL. US 32963

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

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

BRUCE D BARKETT
756 BEACHLAND BOULEVARD
VERO BEACH, FL. 32963

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.

Registered Agent Signature: BRUCE D. BARKETT

Article V

The name and address of managing members/managers are:

Title: MGRM
RCL DEVELOPMENT, INC.
5099 N. A1A, SUITE A
VERO BEACH, FL. 32963 US

Title: MGRM
KIM D FRANCO
5099 N. A1A, SUITE A
VERO BEACH, FL. 32963 US

Title: MGRM
RICHARD A FRANCO
5099 N. A1A, SUITE A
VERO BEACH, FL. 32963 US

Signature of member or an authorized representative of a member

Signature: BRUCE D. BARKETT

L05000043702
FILED 8:00 AM
May 03, 2005
Sec. Of State
mthomas