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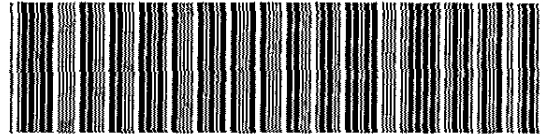
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MJH

05 MAY 18 PM 2:23

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: OCEAN CLUB-GUANA CAY, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Dale S. Davidson, Esq.
(Name of Person)

Alexander & Vann, LLP
(Firm/Company)

411 Gordon Avenue
(Address)

Thomasville, GA 31792
(City/State and Zip Code)

For further information concerning this matter, please call:

Dale S. Davidson at (229) 226-2565
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|---|---|---|
| <input checked="" type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input type="checkbox"/> \$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed) |
|---|---|---|---|

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF ORGANIZATION
OF
OCEAN CLUB-GUANA CAY, LLC,
A LIMITED LIABILITY COMPANY

ARTICLE I
NAME

The name of this limited liability company is Ocean Club-Guana Cay, LLC referred to in these Articles of Organization as the "Company." The Company is organized pursuant to the provisions of the Florida Limited Liability Company Act.

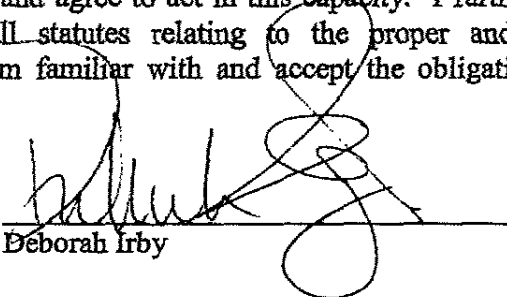
ARTICLE II
NAME AND ADDRESS OF ORGANIZER

The name and address of the organizer of the Company is: Deborah Irby, 41 The Green Way Loop, Panama City Beach, Florida 32413.

ARTICLE III
REGISTERED OFFICE AND AGENT

The name and the Florida street address of the registered agent are: Deborah Irby, 41 The Green Way Loop, Panama City Beach, Florida 32413.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated on 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.


Deborah Irby

05 MAY 18 PM 2:23

**ARTICLE IV
PRINCIPAL OFFICE**

The Company's initial principal office is located at: 41 The Green Way Loop,
Panama City Beach, Florida 32413.

**ARTICLE V
MANAGEMENT**

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

Title:

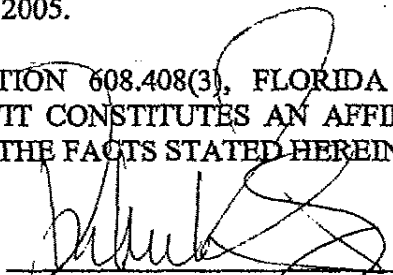
Name and Address:

MGRM

Deborah Irby
41 The Green Way Loop
Panama City Beach, Florida 32413

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Organization, this 13 day of April 2005.

IN ACCORDANCE WITH SECTION 608.408(3), FLORIDA STATUTES, THE
EXECUTION OF THIS AFFIDAVIT CONSTITUTES AN AFFIRMATION UNDER
PENALTIES OF PERJURY THAT THE FACTS STATED HEREIN ARE TRUE.



Deborah Irby, Organizer