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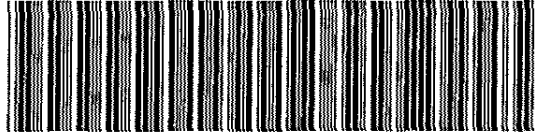
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6/10/05

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TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: The Palms Hotel & Villas 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:

Mark Manning
(Name of Person)

The Palms Hotel & Villas LLC
(Firm/Company)

3100 Parkway Blvd
(Address)

Tallahassee Florida, 32314
(City/State and Zip Code)

For further information concerning this matter, please call:

Mark Manning at (407) 396-2229
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$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

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**ARTICLES OF ORGANIZATION
OF
THE PALMS HOTEL & VILLAS, LLC**

ARTICLE I

NAME

The name of the Florida Limited Liability Company (the "Company") is The Palms Hotel & Villas, LLC and its mailing address is 3100 Parkway Blvd., Kissimmee, Florida 34747 and the principal place of business of the company shall be located at 3100 Parkway Blvd., Kissimmee, Florida 34747.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

The Company shall commence existence on the date of signing these Articles of Organization and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

GENERAL PURPOSE: GENERAL POWERS

The general purpose of the Company shall be the transaction of any and all lawful business. This company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law. With such limitations as may be set forth in the Operating Agreement of the Company from time to time.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Company shall be located at 3100 Parkway Blvd., Kissimmee, Florida 34747, and the initial registered agent of this Company at that address shall be Mark Manning. The Company may change its registered agent or the location of its registered office, or both, from time to time without Amendment of these Articles of Organization.

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ARTICLE V

MANAGEMENT

The Limited Liability Company is **not** to be managed by the Members and is, therefore, a Manager-Managed company.

ARTICLE VI

REGULATIONS

The power to adopt, alter, amend or repeal the Operating Agreement of the Company shall be vested in the Members.

ARTICLE VII

ADMISSION OF NEW MEMBERS

Additional Members may be admitted from time to time on such terms and conditions as are set forth in the Operating Agreement of the Company.

ARTICLE VIII

**DEATH, RETIREMENT, RESIGNATION, BANKRUPTCY,
EXCLUSION, DISSOLUTION OF MEMBER**

In the event of the death, retirement, resignation, bankruptcy, expulsion or dissolution of a Member or the occurrence of any event which terminates the continued Membership of a Member of the Company, the remaining Members may continue the business of the Company as provided in the Operating Agreement of the Company.

ARTICLE IX

AMENDMENT

The Company reserves the right to amend or repeal any provisions contained in the Articles of Organization or any Amendment hereto, and any right conferred upon the Members is subject to this reservation.

ARTICLE X

HEADINGS AND CAPTIONS

The headings or captions of these various Articles of Organization are inserted for convenience and none of them shall have any force or effect, and the

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interpretation of the various Articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file there Articles of Organization declaring and certifying that the facts stated herein are true, this 10th day of June, 2005.

By: 
Mark Manning, Manager

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Sections 48.091 and 608.415, Florida Statutes, the following is submitted:

The Palms Hotel & Villas, LLC, (the "Company"), desiring to organize as a Limited Liability Company under the laws of the State of Florida, has named and designated Mark Manning as its Registered Agent to accept service of process within the state of Florida with its registered office located at 3100 Parkway Blvd., Orlando, Florida 34747.

ACKNOWLEDGEMENT

Having been named as Registered Agent for the Company at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Sections 68.415 and 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as to the same may apply to the Company relating to the property and complete performance of my duties as Registered Agent.

Dated this 10 day of June, 2005.

By: 
Mark Manning, Registered Agent

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