

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

L05000082881
FILED 8:00 AM
August 22, 2005
Sec. Of State
tcline

Article I

The name of the Limited Liability Company is:

VEGAS SUNVEST U.S.A., L.L.C.

Article II

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

425 NORTH FEDERAL HWY
HALLANDALE, FL. 33009

The mailing address of the Limited Liability Company is:

425 NORTH FEDERAL HWY
HALLANDALE, FL. 33009

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:

LOUIS BIRDMAN
425 NORTH FEDERAL HWY
HALLANDALE, FL. 33009

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: LOUIS BIRDMAN

Article V

The name and address of managing members/managers are:

Title: MGR
SUNVEST RESORT COMMUNITIES, L.C.
425 NORTH FEDERAL HWY
HALLANDALE, FL. 33009

Title: MGR
HARRIS FRIEDMAN
425 NORTH FEDERAL HWY
HALLANDALE, FL. 33009

Signature of member or an authorized representative of a member

Signature: LOUIS BIRDMAN

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