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LIMITED LIABILITY COMPANY

Water's Edge Motor Coach Resort, LLC

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**ARTICLES OF ORGANIZATION
OF
WATER'S EDGE MOTOR COACH RESORT, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be **WATER'S EDGE MOTOR COACH RESORT, LLC** (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company in Florida shall be Suite 602, 2727 South Ocean Boulevard, Highland Beach, Florida 33487.

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the regulations adopted by the members.

ARTICLE IV - PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Brian A. Hart, The Hart Law Firm, Professional Association, The Colonnade - Suite 303, 2333 Ponce De Leon Boulevard, Coral Gables, Florida 33134.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Miami, Florida for the foregoing uses and purposes this 29th day of August, 2005.


Brian A. Hart, as the Authorized Representative of a Member

Brian A. Hart
THE HART LAW FIRM
PROFESSIONAL ASSOCIATION
Florida Bar No. 259632
The Colonnade - Suite 303
2333 Ponce De Leon Boulevard
Coral Gables Florida 33134
305.444.6220

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FAX AUDIT NO. H05000206475 3**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: WATER'S EDGE MOTOR COACH RESORT, LLC.
2. The name and address of the registered agent and office is:

Brian A. Hart
The Colonnade - Suite 303
2333 Ponce De Leon Boulevard
Coral Gables Florida 33134
305.444.6220

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.



Brian A. Hart

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