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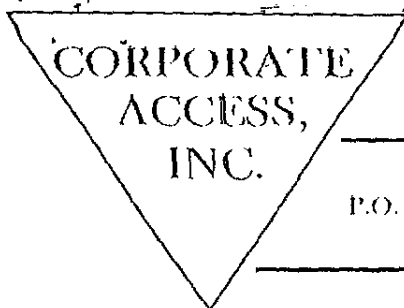
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LLC

1. The Villages AT Oak Plantation Resort, LLC

(CORPORATE NAME AND DOCUMENT #)

2. (CORPORATE NAME AND DOCUMENT #)

3. (CORPORATE NAME AND DOCUMENT #)

4. (CORPORATE NAME AND DOCUMENT #)

5. (CORPORATE NAME AND DOCUMENT #)

6. (CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

**ARTICLES OF ORGANIZATION  
OF  
THE VILLAS AT OAK PLANTATION RESORT, LLC**

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**ARTICLE I. NAME.**

The name of this limited liability company is: THE VILLAS AT OAK PLANTATION RESORT, LLC.

**ARTICLE II. PRINCIPAL OFFICE.**

The principal place of business and mailing address of this limited liability company is: 1001 Armstrong, Suite A, Kissimmee, FL 34741.

**ARTICLE III. INITIAL REGISTERED AGENT AND OFFICE.**

The name and address of the initial registered agent is: Brian M. Mark, 104 N. Church St., Kissimmee, FL 34741.

**ARTICLE IV. MANAGEMENT.**

The limited liability company is to be a manager-managed company. The co-managing members of this limited liability company are: Max Cawal, 1001 Armstrong, Suite A, Kissimmee, FL 34741 and Bennet Grutman, 1001 Armstrong, Suite A, Kissimmee, FL 34741.

**ARTICLE V. MEMBER.**

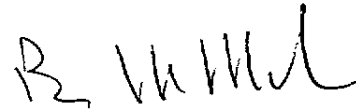
The name and street address of the members of the limited liability company are:  
The co-managing members of this limited liability company are: Max Cawal, 1001 Armstrong, Suite A, Kissimmee, FL 34741 and Bennet Grutman, 1001 Armstrong, Suite A, Kissimmee, FL 34741.

The undersigned has executed these Articles of Organization on the 21st day of December, 2005.

  
\_\_\_\_\_  
Brian M. Mark  
Authorized Representative

Acceptance by Resident Agent

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

A handwritten signature in black ink, appearing to read "B. M. Mark", written over a horizontal line.

Brian M. Mark