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(Address)

(City/State/Zip/Phone #)

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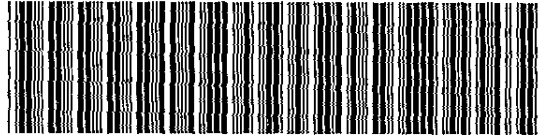
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 801102 4329479

AUTHORIZATION :

COST LIMIT : \$ 180.00

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TALLAHASSEE, FLORIDA

ORDER DATE : January 9, 2006

ORDER TIME : 2:58 PM

ORDER NO. : 801102-020

CUSTOMER NO: 4329479

DOMESTIC AMENDMENT FILING

NAME: TEMPUS MARKETING INTERNATIONAL
INC.

XX ARTICLES OF CONVERSION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXU CERTIFIED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER'S INITIALS: _____

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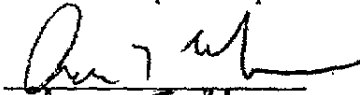
**CERTIFICATE OF CONVERSION
FOR
OTHER BUSINESS ENTITY
INTO
FLORIDA LIMITED LIABILITY COMPANY**

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Other Business Entity into a Florida Limited Liability Company in accordance with 608.439, Florida Statutes.

1. The name of the Other Business Entity immediately prior to the filing of this Certificate of Conversion is TEMPUS MARKETING INTERNATIONAL, INC. *898000014686*
2. The Other Business Entity is a corporation first organized under the laws of the State of Florida on February 13, 1998.
3. The Other Business Entity is converting into TEMPUS MARKETING INTERNATIONAL, LLC, a Florida limited liability company (the "LLC"), to be formed pursuant to the attached Articles of Organization.
4. The conversion of the Other Business Entity into the LLC is in compliance with Chapter 608, Florida Statutes.
5. The conversion shall become effective upon the date of the filing of this Certificate of Conversion and the attached Articles of Organization with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Conversion to be executed on the 3rd day of January, 2006.

**Tempus Resorts International,
Ltd., a Florida limited partnership**

By: 
Name: Andrew T. Marcus
Title: Chief Legal Officer

**ARTICLES OF ORGANIZATION
OF
TEMPUS MARKETING INTERNATIONAL, LLC**

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ARTICLE I

Name and Duration

The name of this Limited Liability Company is Tempus Marketing International, LLC (hereinafter referred to as the "Company"). The duration of the Company shall commence upon the filing of these Articles of Organization and shall be perpetual.

ARTICLE II

Principal Office

The mailing address and street address of the principal office of the Company is 7380 Sand Lake Road, Suite 600, Orlando, Florida 32819, or such other place as the members of the Company may determine from time to time.


ARTICLE III

Registered Office and Agent

The address of the registered office of the Company in the State of Florida is 200 S. Orange Avenue, Suite 2300, Orlando, Florida 32801. The name of the registered agent at such address is A.G.C. Co.

DATED as of the 3rd day of January, 2006.

Tempus Resorts International, Ltd., a
Florida limited partnership, its sole
member

By: 
Name: Andrew T. Marcus
Title: Chief Legal Officer

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statute Section 608.415, Tempus Marketing International, LLC 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 Tempus Marketing International, LLC.
2. The name and address of the registered agent and office is: A.G.C. Co., 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801.

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, the undersigned, by and through its duly elected officer, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as registered agent.

Dated: January 3rd, 2006.

A.G.C. CO.

By: 

Name: Kenneth C. Wright
Its Vice President