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(Requestor's Name)

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(City/State/Zip/Phone #)

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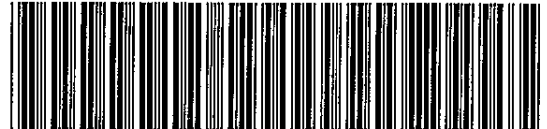
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DIVISION OF REGISTRATION



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 817723 7179256

AUTHORIZATION :

*[Signature]*

COST LIMIT : \$ 155.00

ORDER DATE : January 18, 2006

ORDER TIME : 10:51 AM

ORDER NO. : 817723-025

CUSTOMER NO: 7179256

FILED  
2006 JAN 18 AM 8:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: GOLDEN GATE CEDAR POINTE, LLC

EFFECTIVE DATE:

\_\_\_\_\_ ARTICLES OF INCORPORATION  
\_\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP  
XX \_\_\_\_\_ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap - EXT. 2951

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF ORGANIZATION  
OF  
GOLDEN GATE CEDAR POINTE, LLC**

The undersigned authorized representative hereby executes these Articles of Organization ("Articles") for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this limited liability company (the "Company") shall be:

**GOLDEN GATE CEDAR POINTE, LLC**

**ARTICLE II**

**Principal Office and Mailing Address**

The address of the principal office and the mailing address of the Company shall be:

c/o REI Capital, LLC  
2910 Kerry Forest Parkway, Suite D4-346  
Tallahassee, FL 32309

**ARTICLE III**

**Registered Office and Registered Agent**

The initial registered office of the Company shall be located at 2105 Park Avenue, North, Winterpark, Florida 32789 and the initial registered agent of the Company at such office shall be Alton L. Lightsey. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

**ARTICLE IV**

**Operating Agreement**

The power to adopt the Operating Agreement of the Company, to alter, amend or repeal the Operating Agreement of the Company, or to adopt a new Operating Agreement, shall be

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vested in the members of the Company. The Operating Agreement of the Company shall be for the government of the Company and may contain any provisions or requirements for the management or conduct of the affairs and business of the Company, provided the same are not inconsistent with the provisions of these Articles or contrary to the laws of the State of Florida or of the United States.

## **ARTICLE V**

### **Management of Business**

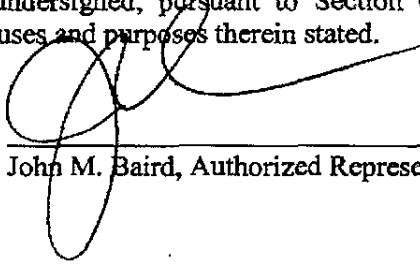
Except for rights that are specifically reserved to the members in the Operating Agreement or these Articles, management of the Company shall be vested in its manager(s). Accordingly, the Company shall be a manager-managed company.

## **ARTICLE VI**

### **Amendment of Articles of Organization**

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned, pursuant to Section 608.407, Florida Statutes, has executed these Articles for the uses and purposes therein stated.



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John M. Baird, Authorized Representative

**GOLDEN GATE CEDAR POINTE, LLC**  
**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

**DATED** this 18 day of January, 2006

  
Alton L. Lightsey