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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: OG Resort Lender, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jim McLaughlin Dated 1-25-06
(Name of Person)

Maynard, Cooper & Gale, P.C.
(Firm/Company)

1901 Sixth Avenue North, Suite 2400
(Address)

Birmingham, AL 35203
(City/State and Zip Code)

For further information concerning this matter, please call:

Jim McLaughlin at (205) 254-1058
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---------------------------------------------------------|-------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|
| <input checked="" type="checkbox"/> \$125.00 Filing Fee | <input type="checkbox"/> \$130.00 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input type="checkbox"/> \$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed) |
|---------------------------------------------------------|-------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|

Mailing Address
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF ORGANIZATION
OF
OG RESORT LENDER, LLC**

For the purpose of forming a limited liability company under the Florida Limited Liability Company Act (hereinafter referred to as the "Act"), the undersigned do hereby sign and adopt these Articles of Organization, and, upon filing for record of these Articles of Organization with the Department of State of Florida, the existence of a limited liability company (hereinafter referred to as the "Company"), under the name set forth in Article I hereof, shall commence.

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ARTICLE I.

NAME

The name of the Company shall be OG Resort Lender, LLC.

ARTICLE II.

PRINCIPAL OFFICE

The location and mailing address of the principal office of the Company shall be 280 Gulf Shore Drive, Unit #841, Destin, Florida 32541.

ARTICLE III.

REGISTERED AGENT AND OFFICE

The name and the Florida address of the registered agent are as follows: CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

ARTICLE IV.

MANAGEMENT

The Company shall be managed by its members.

ARTICLE V.

INITIAL MEMBERS

The names and mailing addresses of the initial members of the Company are as follows:

NAME

ADDRESS

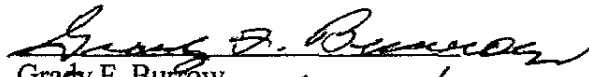
Grady F. Burrow

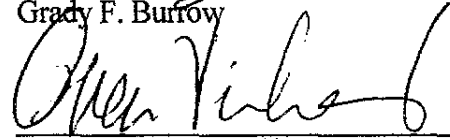
920 19th Street North
Birmingham, Alabama 35203

Owen Vickers

2700 1st Avenue North
Birmingham, Alabama 35210

IN TESTIMONY WHEREOF, witness the hand and seal of the undersigned members on
this the 24th day of January, 2006.


Grady F. Burrow


Owen Vickers

REGISTERED AGENT ACKNOWLEDGMENT

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, the undersigned 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 the registered agent's duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, F.S.

CT Corporation System

By: 
Name: _____
Title: _____
Jennifer F. Aultman
Assistant Secretary

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