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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA/FOREIGN LIMITED LIABILITY CO.

royce vacations, llc

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**ARTICLES OF ORGANIZATION
OF
ROYCE VACATIONS, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

In accordance with the Florida Limited Liability Company Act, Chapter 608, Florida Statutes (the "Act"), the undersigned, being authorized to execute and file these Articles of Organization, hereby certify that:

ARTICLE I - NAME

The name of the limited liability company is "Royce Vacations, LLC" (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is:
4383 NW 124th Avenue
Coral Springs, Florida 33065

ARTICLE III - DURATION

The period of duration of the Company shall be perpetual.

ARTICLE IV - MANAGEMENT/OPERATING AGREEMENT

The Company is to be managed by the Members and the Company's Operating Agreement, as defined in the Act, must be in writing, and signed by all of the Members.

ARTICLE V - REGISTERED AGENT

The name and address of the Members' representative who shall also serve as the Company's initial Registered Agent is:

Ronnette Bolanos
4383 NW 124th Avenue
Coral Springs, Florida 33065

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The right of the Members to admit additional Members and the terms and conditions of the admissions shall be specified in the Operating Agreement.

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ARTICLE VII - MEMBERS RIGHTS TO CONTINUE BUSINESS

The right of the remaining Members of the Company to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Company shall be specified in the Operating Agreement.

ARTICLE VIII - LIMITATION ON AGENCY AUTHORITY OF MEMBERS

Pursuant to Section 608.4235 of the Act, no Member of the Company shall be an agent of the Company solely by virtue of being a Member, and no Member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a Member.

IN WITNESS WHEREOF, we have signed these Articles of Organization of Royce Vacations, LLC and acknowledge them to be our act as of February 15, 2006.

By: _____

Rob Bolanos

Date: 2/15/06

By: 

Ronnette Bolanos

Date: 2/13/06

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Registered Agent/Registered Office

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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: "Royce Vacations, LLC"
2. The name and the Florida street address of the registered agent and registered office are:

Ronnette Bolanos
4363 NW 124th Avenue
Coral Springs, Florida 33065

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.



Ronnette Bolanos
Vice President and Registered Agent

Date: 2/13/06

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