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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Transmittal Letter

Date: February 9, 2006

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Red Pine Ski Condo, LLC

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation,
along with the registered agent form as part of the Articles and one copy.

Also please find the required filing fee of \$125.

Please process the incorporation.

Very truly yours,



By: Scott R. Miegel, Sr.
(individual's name)

Red Pine Ski Condo, LLC
(name of corporation)

MAILING ADDRESS OF REGISTERED AGENT MAILING ADDRESS OF CORPORATION:

Red Pine Ski Condo, LLC
250 S. Central Blvd., Ste 203
Jupiter, FL 33458
Tel: (561) 745-8002

Scott R. Miegel, Sr.
Red Pine Ski Condo, LLC
250 S. Central Blvd., Ste 203
Jupiter, FL 33458

**ARTICLES OF ORGANIZATION
FOR
Red Pine Ski Condo, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company is:

Red Pine Ski Condo, LLC (the "LLC")

ARTICLE II - MAILING ADDRESS

The mailing address and the street address of the principal office of the LLC is:

**250 S. Central Blvd., Ste 203
Jupiter, FL 33458**

ARTICLE III - DURATION

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV - REGISTERED AGENT AND REGISTERED OFFICE

The name and the Florida street address of the registered agent are

**Scott R. Miegel, Sr.
250 S. Central Blvd., Ste 203
Jupiter, FL 33458**

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of company shall make initial capital contributions to the company of cash and have an initial interest as set forth as follows:

Ronald M. Porter, Jr.	\$80,000.00	44.44%
Scott R. Miegel, Sr.	\$60,000.00	33.34%
Darlene Cohen	\$20,000.00	11.11%
Bonnie Porter	\$20,000.00	11.11%

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Subsequent contributions must be in such amounts and may be in any type of property as is decided by the Members. All Members are required to make additional Capital Contribution in such amounts and at such time as determined by the Members to the Company in accordance with there respective ownership interest.

ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

The company shall be dissolved on the retirement, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all of the remaining members, provided that there are at least two remaining members.

ARTICLE IX - MANAGEMENT

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the company are:

Ronald M. Porter, Jr.
28 Windward Isles
Palm Beach Gardens, FL 33418

Scott R. Miegel, Sr.
250 S. Central Blvd., Ste 203
Jupiter, FL 33458

Darlene Cohen
324 Brockenbrough Court
Metairie, LA 70005

Bonnie Porter
1709 Colapissa Street
Metairie, LA 70001

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No act shall be taken, sum expended, decision made or obligation incurred by the Company except with the consent of at least 70% of the Members with respect to items or transactions in excess of one-thousand dollars (\$1,000.00).

ARTICLE X - PURPOSE

The Company has the power to do any and all acts necessary, appropriate, proper, advisable, incidental or convenient to or in furtherance of the business of the Company. The initial business of the Company is to own and invest in ski resort real estate.


IN WITNESS WHEREOF, the undersigned made and executed these Articles of Organization this 9th day of February, 2006.


Witness


Scott R. Miegel, Sr., Member

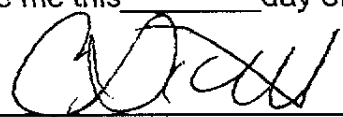
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply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

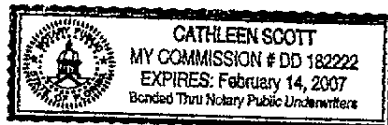
Dated: February 9, 2006


Scott R. Miegel, Sr., Registered Agent

Personally appeared before me, **Scott R. Miegel, Sr.**, who being duly sworn upon their oath, deposes and says that he signed the above instrument for the uses and purposes therein contained.

SWORN TO AND SUBSCRIBED before me this 9th day of February 2006.


Notary Public, State of Florida



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