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Division of Corporations

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DIVISION OF CORPORATIONS

FLORIDA/FOREIGN LIMITED LIABILITY CO.

Vacation Residences, LLC

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**ARTICLES OF ORGANIZATION
FOR
VACATION RESIDENCES, LLC**

A FLORIDA LIMITED LIABILITY COMPANY

The undersigned, acting as the organizer of VACATION RESIDENCES, LLC, under the Florida Limited Liability Company Act, Chapter 603, Fla. Stat., adopts the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is:

VACATION RESIDENCES, LLC

**ARTICLE II
INITIAL REGISTERED AGENT, REGISTERED OFFICE ADDRESS**

The street address and mailing address of the initial principal office and initial registered office of this Company is 1618 John Anderson Drive, Ormond Beach, Florida 32176. The name of the initial registered agent of this Company at that address is David Butler.

**ARTICLE III
DURATION**

The Company's existence shall commence upon the acceptance of these Articles of Organization by the Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law or the Company's Operating Agreement.

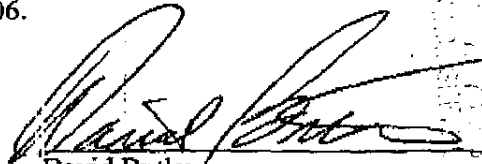
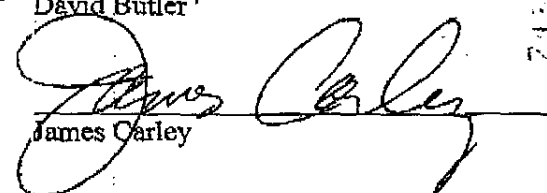
ARTICLE IV
MANAGEMENT

The Company shall be managed by the Managers of the Company as provided in the Company's Operating Agreement. The names and addresses of the initial Managers of the Company are as follows:

David Butler
1618 John Anderson Drive
Ormond Beach, Florida 32176

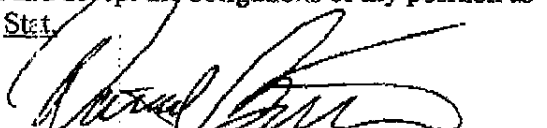
James Carley
4 La Costa Court
Ormond Beach, Florida 32174

IN WITNESS WHEREOF, the undersigned Members have executed these Articles of Organization as of the 15th day of March, 2006.


David Butler

James Carley

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, 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 as provided in Chapter 608, Fla. Stat.


David Butler