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

From: Account Name : GREENBERG, TRAUERIG, HOFFMAN, ET AL.  
Account Number : 076077001461  
Phone : (305) 789-5357  
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*[Handwritten signature]*

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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**Progressive Resort Group II, LLC**

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**ARTICLES OF ORGANIZATION  
OF  
PROGRESSIVE RESORT GROUP II, LLC**

**ARTICLE I - Name**

The name of the Limited Liability Company is PROGRESSIVE RESORT GROUP, LLC (the "Company").

**ARTICLE II - Address**

The mailing address and street address of the principal office of the Company is 4651 Sheridan Street, Suite 303, Hollywood, Florida 33021.

**ARTICLE III - Management**

The Company shall be managed by its managers, as set forth in the company's Operating Agreement and is therefore a manager-managed Company.

**ARTICLE IV - Registered Agent and Office**

The street address of the Company's initial registered agent and office is, 4651 Sheridan Street, Suite 303, Hollywood, Florida 33021, and the name of its initial registered agent at such office is Leo Ghitis.

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Dated this 20<sup>th</sup> day of December, 2006.

  
\_\_\_\_\_  
Leo Ghitis, Authorized Person

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**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, 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, 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 is familiar with and accepts the obligations of its position as registered agent as provided for in Florida Statutes Chapter 608.

Dated this 20<sup>th</sup> day December, 2006.

A handwritten signature in black ink, appearing to read 'Leo Ghis', written over a horizontal line.

Leo Ghis

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