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Florida Department of State
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To:

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Fax Number : (850)205-0383

From:

Account Name : MORAN & SHAMS, P.A.
Account Number : I20000000003
Phone : (407)841-4141
Fax Number : (407)841-4148

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TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LIMITED LIABILITY CO.

ORIGIN CRUISES, LLC

Certificate of Status	0
Certified Copy	0
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**ARTICLES OF ORGANIZATION
OF
ORIGIN CRUISES, LLC**

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

ARTICLE I

Name. The name of the limited liability company shall be ORIGIN CRUISES, LLC ("Company").

ARTICLE II

Address. The mailing address and street address of the principal office of the Company shall be 804 Golfpark Drive, Celebration, Florida 34747.

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 the operating agreement of the Company.

ARTICLE IV

Initial Registered Office and Agent. The street address of the initial registered office of the Company is 111 North Orange Avenue, Suite 1200, Orlando, FL 32801 and the name of the initial registered agent of the Company at that address is THOMAS P. MORAN.

ARTICLE V

Management. The Company shall be managed by a manager or managers in accordance with an operating agreement adopted by the members for the management of the business and affairs of the Company. The operating agreement 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 name and address of the initial manager(s) of the Company is/are:

<u>NAME</u>	<u>ADDRESS</u>
Wayne Heller	804 Golfpark Drive Celebration, Florida 34747

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Judy Heller

804 Golfpark Drive
Celebration, Florida 34747

IN WITNESS WHEREOF, the undersigned does set his hand and seal and has acknowledged and filed the foregoing Articles of Organization under the laws of the State of Florida this 2 day of January, 2007


Thomas P. Moran
Authorized Representative

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared THOMAS MORAN, to me personally known to be the person described in and who executed the foregoing Articles of Organization and he acknowledged before me that he executed the same.

2nd WITNESS my hand and official seal in the County and State last aforesaid: this day of January, 2007.


NOTARY PUBLIC



June M. Reckert
Commission # DD403486
Expires May 30, 2009
Notary Day Release - Imprint, Inc. 800-355-7019

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

ORIGIN CRUISES, LLC

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED SUBMITS THE FOLLOWING STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT IN THE STATE OF FLORIDA:

1. The name of the limited liability company is ORIGIN CRUISES, LLC
2. As designated in the Articles of Organization filed with this certificate, the name and the Florida street address of the registered agent is:

THOMAS P. MORAN
111 North Orange Avenue, Suite 1200
Orlando, Florida 32801

3. The street address of the registered office and the street address of the business office of the registered agent are identical.

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.


THOMAS P. MORAN

January 2, 2007

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STATE OF FLORIDA