

JAN. 29. 2007

1:20PM

TRENAM, KEMKER

NO. 5326 P. 1

**LD7000010570**

Florida Department of State  
Division of Corporations  
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Account Name : TRENAM, KEMKER, SCHARF, BARKIN, FRYE, O'NEILL, MULLIS, JR.  
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Fax Number : (813) 229-6553

**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**CANCUN GOLF PARTNERS II, LLC**

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**ARTICLES OF ORGANIZATION  
OF  
CANCUN GOLF PARTNERS II, LLC**

The undersigned member hereby executes these Articles of Organization (the "Articles") for the purpose of forming a limited liability company in accordance with the laws of the State of Florida.

**ARTICLE I  
Name**

The name of this limited liability company (the "Company") shall be:

**CANCUN GOLF PARTNERS II, LLC**

**ARTICLE II  
Mailing Address and Street Address of Principal Office**

The mailing address and the street address of the principal office of the Company shall be:

10100 International Drive, #2001  
Orlando, Florida 32821

**ARTICLE III  
Registered Office and Registered Agent**

The initial registered office of the Company shall be located at 10100 International Drive, Suite 2001, Orlando, Florida 32821 and the initial registered agent of the Company at such office shall be Michael H. Frost. The Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

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**ARTICLE IV**  
**Management**

The Company shall be managed by a Manager, who may be one of the members of the Company.

**ARTICLE V**  
**Amendment of Articles of Organization**

The Company reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned, pursuant to Section 608.407, Florida Statutes, has executed these Articles for the uses and purposes herein stated.

  
\_\_\_\_\_  
Albert C. O'Neill, Jr., Authorized Representative

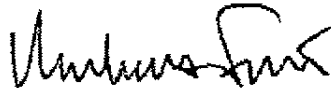
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**CANCUN GOLF PARTNERS II, LLC****ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, having been named as registered agent to accept service of process for the above-named limited liability company, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of the position of registered agent under the laws of the State of Florida.

DATED this 24<sup>th</sup> day of January, 2007.



Michael H. Frost

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