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FLORIDA/FOREIGN LIMITED LIABILITY CO.

PARADISE HOLDING, LLC
RESORT HOLDING

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JOHNSON POPE

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Division of State

July 6, 2007



JOHNSON, POPE, BOKOR, RUPPEL & BURNS, LLP
 FLORIDA DEPARTMENT OF STATE
 Division of Corporations

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SUBJECT: PARADISE HOLDING, LLC
 REF: W07000031935

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and fax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at sunbiz.org.

Please note the name of a limited liability company must end with the words Limited Liability Company, the abbreviation L.L.C., or the designation LLC. The word Limited may be abbreviated as Ltd. and the word Company may be abbreviated as Co. The following suffixes are no longer acceptable: Limited Company, L.C., and LC.

If you have any questions concerning the filing of your document, please call (850) 245-6949.

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**ARTICLES OF ORGANIZATION
OF
PARADISE RESORT HOLDING, LLC**

The undersigned, acting as the organizer of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby forms a Florida limited liability company (this "Company") pursuant to the Act and hereby sets forth the following Articles of Organization (these "Articles"):

**ARTICLE I
Name**

The name of this Company shall be: PARADISE RESORT HOLDING, LLC.

**ARTICLE II
Place of Business**

The principal place of business of this Company shall be 2001 Brinson Road, Unit 202, Lutz, Florida 33558, and such other place or places as may be designated by the manager from time to time. The mailing address of this Company shall be P.O. Box 750, Land O'Lakes, Florida 34639.

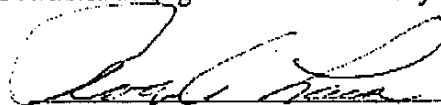
**ARTICLE III
Registered Agent and Office**

The initial registered agent for this Company shall be Roger A. Larson, and the address of the registered agent for service of process shall be 911 Chestnut Street, Clearwater, Florida 33756.

**ARTICLE IV
Management of Business**

The Company shall be manager-managed. The initial manager shall be John Forier, P.O. Box 750, Land O'Lakes, Florida 34639, until the first annual meeting or until a successor is elected and qualified.

The undersigned has executed these Articles of Organization this 5th day of July, 2007.



ROGER A. LARSON, authorized representative

Prepared By:
Roger A. Larson, Esq.
Johnson, Pope, Bokor, Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
(727) 461-1818
Bar No. 0108435

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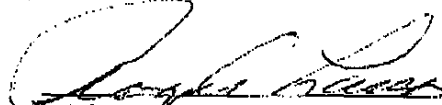
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CERTIFICATE OF DESIGNATION
AND ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Company, at 911 Chestnut Street, Clearwater, Florida 33756, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.

Dated: July 5, 2007


ROGER A. LARSON

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