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FLORIDA/FOREIGN LIMITED LIABILITY CO.

timeshare celebration, llc

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**ARTICLES OF ORGANIZATION
OF
TIMESHARE CELEBRATION, LLC**

The undersigned, being the Managing Member and Organizer of the Limited Liability Company hereby being formed under Chapter 608 of the Florida Statutes, does hereby adopt the following Articles of Organization for the Limited Liability Company:

FIRST: The name of the Limited Liability Company is: Timeshare Celebration, LLC

SECOND: The Limited Liability Company shall continue until the occurrence of an event set forth in the Operating Agreement which causes the termination of the Limited Liability Company.

THIRD: The Limited Liability Company is organized to engage in and do any lawful act concerning any lawful business, other than banking and insurance, for which a limited liability company may be organized in accordance with Chapter 608 of the Florida Statutes, including all powers and purposes and hereafter permitted by law to a limited liability company.

FOURTH: The mailing address and street address of the initial registered office of the Limited Liability Company in Florida is 720 Celebration Avenue, Suite 150, Celebration, Florida 34747, and the name of the initial registered agent of the Limited Liability Company in Florida at that address is Jerry Arsenault.

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. If 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 for in Chapter 608, F.S.


Jerry Arsenault

FIFTH: The mailing address and principal office of the Limited Liability Company is 720 Celebration Avenue, Suite 150, Celebration, Florida 34747.

SIXTH: The Limited Liability Company will be operated by the Managing Member. The name and address of the Managing Member are: The Celebration Group, LLC, 720 Celebration Avenue, Suite 150, Celebration, Florida 34747.

SEVENTH: The allocations and distributions of the Limited Liability Company shall be made in proportion to the Members' Percentage Interests.

EIGHTH: Additional capital contributions may be made at such times and in such amounts as may hereafter be required by the Operating Agreement. No additional capital contributions have been agreed to by the Members at this time.

NINTH: The membership interests of the Members are evidenced by Certificates of Membership.

TENTH: The existing Members shall have the right to admit additional Members to the Limited Liability Company by the consent of the Managing Member.

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ELEVENTH: If there later are more than one Members, the Managing Member of the Limited Liability Company may continue the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company.

TWELFTH: The name and address of the Managing Member and Organizer of the Limited Liability Company are: The Celebration Group, LLC, 720 Celebration Avenue, Suite 150, Celebration, Florida 34747.

THIRTEENTH: None of the Members of the Limited Liability Company are liable for payment of any debt, obligation or other liability of the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned has executed and acknowledged these Articles of Organization on November 14, 2007.

THE CELEBRATION GROUP, LLC
A Florida limited liability company.

By: 
Ed O'Connor, Member

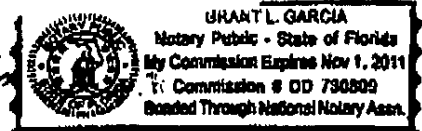
By: 
Jerry Arschaault, Member

By: 
Sondra Sawmiller, Member

Print: GRANT GARCIA

Notary Public
My Commission Expires

Personally Known ✓



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