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FLORIDA/FOREIGN LIMITED LIABILITY CO.

international timeshare solutions, llc

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**ARTICLES OF ORGANIZATION
OF
INTERNATIONAL TIMESHARE SOLUTIONS, LLC**

The undersigned, being the Members and Organizers of the Limited Liability Company hereby being formed under Chapter 608 of the Florida Statutes, do hereby adopt the following Articles of Organization for the Limited Liability Company:

FIRST: The name of the Limited Liability Company is: International Timeshare Solutions, 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 now and hereafter permitted by law to a limited liability company.

FOURTH: The mailing address and street address of the office for the initial registered agent's of the Limited Liability Company in Florida is 215 Celebration Place, Suite 500, 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. 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 as provided for in Chapter 608, F.S.


Jerry Arsenault

FIFTH: The mailing address and principal office of the Limited Liability Company is 215 Celebration Place, Suite 500, Celebration, Florida 34747.

SIXTH: The Limited Liability Company will be operated by the Members, and no manager will be appointed. The names and addresses of the Members are: Timeshare Celebration, LLC, a Florida limited liability company, having an address at 215 Celebration Place, Suite 500, 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 agreed by the unanimous vote of the Members. 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.

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TENTH: The existing Members shall have the right to admit additional Members to the Limited Liability Company by the unanimous vote or consent of the Members.

ELEVENTH: The remaining Members of the Limited Liability Company, by the unanimous vote or consent of the Members (other than the Member who caused the Withdrawal Event), 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: 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 Members have executed and acknowledged these Articles of Organization on November 14, 2007.


By: TIMESHARE CELEBRATION, LLC,
A Florida limited liability company

By: The Celebration Group, LLC,
A Florida limited liability company,
As Managing Member

By: 
Jerry Arsenault, Member

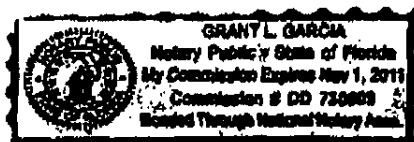

Edward S. D'Connor


Sondra Guarni Uer


Print: GRANT GARCIA

Notary Public - State of Florida
My Commission Expires

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