

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Sunstate Vacation Villas, LLC

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**ARTICLES OF ORGANIZATION
OF
Sunstate Vacation Villas, LLC
A Florida Limited Liability Company**

The undersigned, being desirous of forming a limited liability company pursuant to Chapter 608, Florida Statutes, hereby certifies as follows:

1. Name of Limited Liability Company. The name of the limited liability company is **Sunstate Villas, LLC**, a Florida limited liability company (the "Company").
2. Period of Duration. The period of duration for the Company shall be perpetual.
3. Principal Office. The mailing address and street address of the principal office of the Company shall be 16418 Magnolia Bluff Drive, Montverde, Florida 34756.
4. Agent for Service of Process; Address of Registered Agent. The initial registered agent of the Company for service of process shall be Keith Lozott, 16418 Magnolia Bluff Drive, Montverde, Florida 34756.
5. Right to Admit Additional Members. The Company shall have the right to admit additional members only with the consent of all members. The initial Managing members of the Company are AutoSew, Inc. and Sunstate Villa Realty, LLC.
6. Member Management. The Company shall be managed by its members.

IN WITNESS WHEREOF, the undersigned has executed the Articles of Organization on this 17 day of December, 2007, in his capacity as an authorized agent on behalf of the Company.


Keith Lozott
an Authorized Agent

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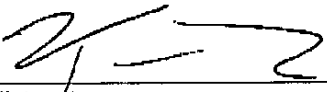
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ACCEPTANCE OF APPOINTMENT

The undersigned, Keith Lozott, hereby acknowledges and accepts its appointment as registered agent of **Sunstate Vacation Villas, LLC**, a Florida limited liability company (the "Company"), and agrees to act in that capacity and to comply with the provisions of the Florida Limited Liability Company Act relative thereto. The undersigned is familiar with, and accepts, the obligations of a registered agent appointed as provided for in Chapter 608 of the Florida Statutes.

Dated this 17 day of December, 2007.



Keith Lozott

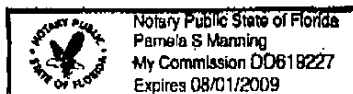
ACKNOWLEDGMENT

STATE OF FLORIDA)
) SS:
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 17th day of December, 2007, by **Keith Lozott**, as Registered Agent, who is personally known to me.



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