

Division of Corporations

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
DIVISION OF CORPORATIONS**FLORIDA/FOREIGN LIMITED LIABILITY CO.****Grand Panama Resort Management, LLC**

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GRAND PANAMA RESORT MANAGEMENT, LLC
ARTICLES OF ORGANIZATION

The undersigned, being a member or duly authorized representative of a member, desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I — NAME:

The name of the limited liability company is Grand Panama Resort Management, LLC (the "Company").

ARTICLE II — ADDRESS:

The mailing address and street address of the Company's principal office is:

11501 Hutchison Blvd.
Panama City Beach, FL 32407

ARTICLE III — COMMENCEMENT OF EXISTENCE:

The Company shall exist perpetually. The Company's existence begins on the date and at the time when these Articles of Organization are filed with the Florida Secretary of State.

ARTICLE IV — REGISTERED AGENT AND OFFICE:

The name and street address of the Company's initial registered agent for service of process in the state is:

Brenda Buschmann
11501 Hutchison Blvd.
Panama City Beach, FL 32407

ARTICLE V — MANAGEMENT AND AUTHORITY:

The Company shall be a manager-managed company. Pursuant to Section 608.4235, Florida Statutes, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

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SECRETARY OF STATE
DIVISION OF CORPORATE
REGISTRATION

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The undersigned has hereunto set his hand and seal this 18th day of December, 2007.

MEMBERS:

Marc Nolan
Marc Nolan

Clara Y. Pease
Clara Y. Pease

Breland Enterprises, DB LP

By: Breland Enterprises GP Corporation, its
General Partner

By: Louis W. Breland
Louis W. Breland, President

ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and I acknowledge that I am familiar with, and accept, the obligations of such position.

Brenda Buschmann
Brenda Buschmann
Registered Agent

Dated: December 18, 2007

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