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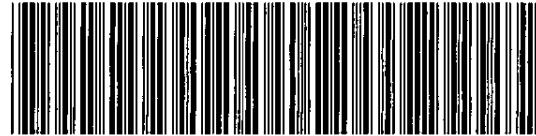
(Business Entity Name)

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08 MAR -5 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

N. Gulligan MAR - 6 2008



*William Kent Westbrook*  
CERTIFIED PUBLIC ACCOUNTANT, P.A.



7601 CONROY-WINDERMERE RD., SUITE 203  
ORLANDO, FLORIDA 32835  
(407) 578-8300  
(407) 578-7444 FAX

February 29, 2008

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: FUN SPOT ADVENTURE LAND LLC

Gentlemen:

Enclosed please find the original and one copy of the Articles of Organization for FUN SPOT ADVENTURE LAND LLC, together with a check in the amount of \$125.00

This check is for payment of the filing fees and fee for the Registered Agent Designation. A Certified Copy is not desired at this time.

Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "W. K. Westbrook", with a large, sweeping flourish extending to the right.

William K. Westbrook

Encls.



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**ARTICLES OF ORGANIZATION**

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FOR

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**FUN SPOT ADVENTURE LAND LLC**

(name of limited liability company)

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization and states as follows:

**ARTICLE I**

**NAME AND ADDRESS**

The name of this limited liability company shall be FUN SPOT ADVENTURE LAND LLC, whose principal office shall be located at 11013 Kentmere Ct., Windermere, Florida 34786.

**ARTICLE II**

**EFFECTIVE DATE AND DURATION**

This Company shall commence its existence on the day of the acceptance of these Articles of Organization and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III**

**PURPOSES AND GENERAL POWERS**

The general purpose of this Limited Liability Company shall be the transaction of any and all lawful business. This Limited Liability Company shall have all of the powers enumerated by the laws of the State of Florida, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

(a) To have a limited liability company seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.



(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of any part of its property and assets.

(d) To lend money to, and use its credit to assist, its member-managers and employees.

(e) To purchase or otherwise acquire letters of intent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, nonexclusive, or limited, or any part interest in any of the foregoing, whether in the United States or in any other part of the world; to sell, let, or otherwise grant any patent rights, concessions, licenses, inventions, rights or privileges or any interest in any thereof; to register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with any patent rights, concessions, monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and other things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights, or privileges as aforesaid.

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(g) To aid in any manner any corporation, stock company, association, trust, trustee, government or governmental entity, or other person or entity whatsoever, whose stock, bonds, or other obligations or securities of any kind or character are held or are in any manner guaranteed by it, and to do any other acts or things for the preservation, protection or improvement or enhancement of the value of any property or rights or interests in property of any kind or character owned or held by it, and to do any acts or things, or refrain from doing any acts or things, designed for any such purpose.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the limited liability company may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.



(k) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Statutes or by other applicable law within or without the State of Florida.

(l) To elect or appoint managers and agents and define their duties and fix their compensation.

(m) To make and alter regulations, not inconsistent with its articles of organization or with the laws of the State of Florida, for the administration and regulation of its affairs.

(n) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.

(o) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

(p) To transact any lawful business which its Member-Managers shall find will be in aid of governmental policy.

(q) To pay pensions and establish and carry out pension plans, profit sharing plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its member-managers and employees and for any or all of the managers and employees of its subsidiaries.

(r) To provide insurance for its benefit on the life or any of its member-managers or employees, or on the life of any member for the purpose of acquiring at his death the member's interest.

(s) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(t) To have and exercise all powers necessary or convenient to effect its general purpose.



#### **ARTICLE IV**

##### **INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Limited Liability Company shall be located at 11013 Kentmere Ct., Windermere, Florida 34786 and the initial registered agent of the Company at that address shall be George A. Dennaoui. The Limited Liability Company may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Organization

#### **ARTICLE V**

##### **CAPITAL CONTRIBUTIONS**

The undersigned member or authorized representative of a member of FUN SPOT ADVENTURE LAND LLC certifies:

- 1.) the above named limited liability company has at least one member;
- 2.) the total amount of cash contributed by the member(s) is \$500.00.
- 3.) if any, the agreed value of property other than cash contributed by member(s) is \$-0-.
- 4.) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$500.00.

#### **ARTICLE VI**

##### **ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

#### **ARTICLE VII**

##### **ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.



## **ARTICLE VIII**

### **TERMINATION OF EXISTENCE**

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

## **ARTICLE IX**

### **MANAGEMENT**

This Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are as follows:

George A. Dennaoui  
Managing Member  
11013 Kentmere Ct.  
Windermere, Florida 34786

Waterford II LLC  
A Minnesota Limited Liability Company  
Member  
18317 Java Trail  
Lakeville, MN 55044

John B. Arie Jr.  
Member  
10405 Big Tree Court  
Orlando, Florida 32836



**ARTICLE X**

**AMENDMENT**

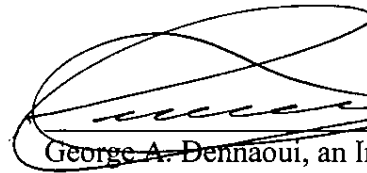
This limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization, or any amendments hereto, and any right conferred upon the members is subject to this reservation.

**ARTICLE XI**

**HEADINGS AND CAPTIONS**

The headings and captions of these various articles are inserted for convenience and none of them have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, in compliance with Florida Statutes Section 608.408(3), the undersigned organizer has executed these Articles of Organization on this 3<sup>rd</sup> day of March, 2008. (The execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

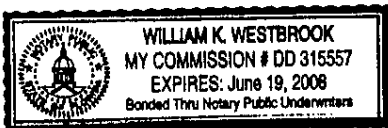
  
George A. Dennaoui, an Initial Member

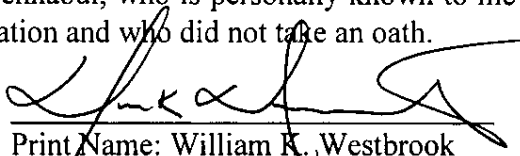
**FILED**  
08 MAR 5 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of March, 2008, by George A. Dennaoui, who is personally known to me or who has produced a valid driver's license as identification and who did not take an oath.



  
Print Name: William K. Westbrook  
Notary Public - State of Florida  
Commission Number: DD 315557  
My Commission Expires: 06/19/08