

**Electronic Articles of Organization
For
Florida Limited Liability Company**

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FILED 8:00 AM
August 28, 2008
Sec. Of State
ncausseaux

Article I

The name of the Limited Liability Company is:

FLAGLER TIME SHARE HOLDINGS, LLC

Article II

The street address of the principal office of the Limited Liability Company is:

101 S.W. 3RD STREET
OCALA, FL. US 34474

The mailing address of the Limited Liability Company is:

P.O. BOX 2405
OCALA, FL. US 34478

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:

RAUL CARRERAS JR.
101 S.W. 3RD STREET
OCALA, FL. 34478

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.

Registered Agent Signature: RAUL CARRERAS JR.

Article V

The name and address of managing members/managers are:

Title: MGR
RAUL CARRERAS JR.
P.O. BOX 2405
OCALA, FL. 34478 US

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Signature of member or an authorized representative of a member

Signature: RAUL CARRERAS JR.