

Division of Corporations

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Florida Department of State
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Peter Fleming Vacation Club, LLC

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EXAMINER

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**ARTICLES OF ORGANIZATION
OF
PETER FLEMING VACATION CLUB, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, *Florida Statutes*, does hereby certify as follows:

ARTICLE I - NAME

The name of the limited liability company is PETER FLEMING VACATION CLUB, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is

Mailing Address:

P.O. Box 3476
Winter Park, FL 32790

Street Address:

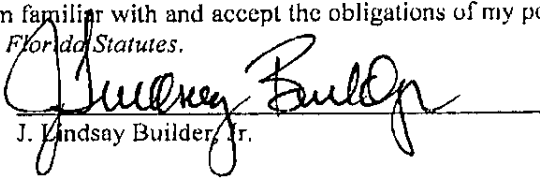
369 N. New York Avenue, 3rd Floor
Winter Park, FL 32789

ARTICLE III - REGISTERED AGENT, REGISTERED OFFICE AND REGISTERED AGENT'S SIGNATURE

The name and Florida street address of the registered agent are

J. Lindsay Builder, Jr.
Burr & Forman LLP
369 N. New York Avenue, 3rd Floor
Winter Park, FL 32789

Having been named as registered agent and to accept service of process for PETER FLEMING VACATION CLUB, LLC, 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, *Florida Statutes*.


J. Lindsay Builder, Jr.

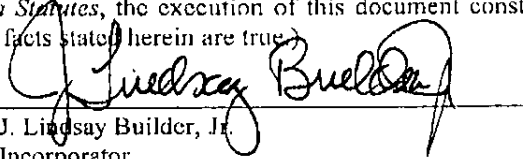
ARTICLE IV - MANAGER

The Company will be member-managed and the names and addresses of the initial Managers are as follows:

Peter Fleming
P.O. Box 3476
Winter Park, FL 32790

Carlos Goffi
P.O. Box 3476
Winter Park, FL 32790

(In accordance with Section 608.408(3), *Florida Statutes*, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)


J. Lindsay Builder, Jr.
Incorporator