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B. KOHR

FEB - 5 2010

EXAMINER



1203 Governors Square Blvd.
Tallahassee, FL 32301-9960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

February 3, 2010

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 FEB -3 PM 12:32

Re: Order #: 7762701 SO
Customer Reference 1: 48806
Customer Reference 2:

Dear Department of State, Florida:

Please obtain the following:

Resort Rental Vacations, LLC (TN)
Misc - Foreign LLC Filing - Certificate of Conversion
Florida

Resort Rental Vacations, LLC (TN)
Formation
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Christina McNeair
CL Operations Specialist
Christina.McNeair@wolterskluwer.com

February 3, 2010

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**CERTIFICATE OF CONVERSION
(FLORIDA)
OF
RESORT RENTAL VACATIONS, LLC
INTO
RESORT RENTAL VACATIONS, LLC**

Pursuant to the provisions of Section 608.439 of the Florida Statutes, the undersigned converting entity files this Certificate of Conversion for the purpose of converting RESORT RENTAL VACATIONS, LLC, a Tennessee limited liability company, into RESORT RENTAL VACATIONS, LLC, a Florida limited liability company.

1. Resort Rental Vacations, LLC has been converted into a Florida limited liability company (the "Conversion") in accordance with Chapter 608 of the Florida Statutes and such Conversion complies with the applicable laws governing limited liability companies in Florida.

2. Resort Rental Vacations, LLC, was originally formed under the laws of the State of Tennessee on August 5, 2002.

3. The name of the Florida limited liability company arising from the Conversion is "Resort Rental Vacations, LLC" as set forth in the Articles of Organization attached hereto as Exhibit A.

4. The principal place of business of Resort Rental Vacations, LLC is 546 Mary Esther Cut-Off, Suite 3, Fort Walton Beach, Florida 32548.


5. The Plan of Conversion governing the Conversion was approved by Resort Rental Vacations, LLC, as required by its governing documents by written consent of its sole member in accordance with the provisions of Chapter 608 of Florida Statutes.

6. The effective date and time of the Conversion shall be upon filing of this Certificate with the Florida Secretary of State.

Dated: February 2, 2010

RESORT RENTAL VACATIONS, LLC

By:


K. Jill Vandagriff
Secretary

K. Jill Vandagriff is signing for
RESORT RENTAL VACATIONS, LLC, the converting
Tennessee entity, and also for RESORT RENTAL
VACATIONS, LLC, the resulting Florida entity.

EXHIBIT A

[See attached]

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
10 FEB -3 PM 12:32

**ARTICLES OF ORGANIZATION
OF
RESORT RENTAL VACATIONS, LLC**

These Articles of Organization are submitted for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as the same may from time to time be amended (the "Act").

ARTICLE I- NAME

The name of this limited liability company (the "Company") is RESORT RENTAL VACATIONS, LLC.

ARTICLE II - ADDRESS

The address of the principal office and mailing address of this Company is 546 Mary Esther Cut-Off, Suite 3, Fort Walton Beach, Florida 32548.

ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Company is 546 Mary Esther Cut-Off, Suite 3, Fort Walton Beach, Florida 32548, and the name of its initial registered agent at such address is K. Jill Vandagriff.

ARTICLE IV - MANAGEMENT OF THE COMPANY

The Company is to be managed by its sole member and is, therefore, a member-managed company. The sole member may appoint and remove such officers and agents as it deems necessary and appropriate to act on behalf of the Company pursuant to the operating agreement of the Company. The following persons have been elected as initial officers of the Company to the offices set forth opposite their names below:


Park Brady	President
Rocco J. Nittoli	Treasurer
K. Jill Vandagriff	Vice President and Secretary
Philip M. Cannella	Vice President
Joseph M. O'Connor	Vice President
Corinne Maki	Vice President
Bileen Erstad	Vice President
Laura Ulbrandt Di Pierro	Assistant Secretary

ARTICLE V - LIMITED LIABILITY

Except as otherwise expressly provided by the Act, no member, manager, officer, agent or employee of the Company shall be personally liable for the debts, obligations or liabilities of the Company, whether arising in contract, tort or otherwise, or for the acts or omissions of any other member, manager, officer, agent or employee of the Company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 2nd day of ~~January~~^{Feb.}, 2010. 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.

RESORT RENTAL VACATIONS, LLC


K. Jill Vandagriff, Secretary

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the below named limited liability company, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is:

RESORT RENTAL VACATIONS, LLC


2. The name and address of the registered agent and office are:

K. Jill Vandagriff
1546 Mary Esther Cut-Off, Suite 3,
Fort Walton Beach, Florida 32548

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.

Dated: February 2 2010

Signature of Registered Agent



K. Jill Vandagriff