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DATE: 01-19-2011

**NAME: CLC RESORT MANAGEMENT INC/
CLC RESORT MANAGEMENT LLC**

**TYPE OF FILING: CERTIFICATE OF CONVERSION.ARTICLES OF
ORGANIZATION**

COST: \$150

RETURN:

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE



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**CERTIFICATE OF CONVERSION
FOR
OTHER BUSINESS ENTITY
INTO
FLORIDA LIMITED LIABILITY COMPANY**

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This Certificate of Conversion and attached Articles of Organization are submitted to convert the following Other Business Entity into a Florida Limited Liability Company in accordance with 608.439, Florida Statutes.

1. The name of the Other Business Entity immediately prior to the filing of this Certificate of Conversion is CLC RESORT MANAGEMENT, INC. *P10600088464*

2. The Other Business Entity is a corporation first organized under the laws of the State of Florida on October 29, 2010.

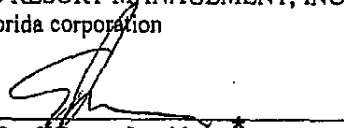
3. The Other Business Entity is converting into CLC RESORT MANAGEMENT, LLC, a Florida limited liability company (the "LLC"), to be formed pursuant to the attached Articles of Organization.

4. The conversion of the Other Business Entity into the LLC is in compliance with Chapter 608, Florida Statutes.

5. The conversion shall become effective upon the date of the filing of this Certificate of Conversion and the attached Articles of Organization with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Conversion to be executed on the 14 day of January, 2011.

CLC RESORT MANAGEMENT, INC.,
a Florida corporation

By: 
Geoff Bruce, President *

*Geoff Bruce is also signing as
an Authorized Representative for
CLC RESORT MANAGEMENT, LLC

ARTICLES OF ORGANIZATION
OF
CLC RESORT MANAGEMENT, LLC

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ARTICLE I

Name and Duration

The name of this Limited Liability Company is CLC RESORT MANAGEMENT, LLC (hereinafter referred to as the "Company"). The duration of the Company shall commence upon the filing of these Articles of Organization and shall be perpetual.

ARTICLE II

Principal Office

The mailing address and street address of the principal office of the Company is Hallswelle House, 1 Hallswelle Road, London, UK, NW11 0DH, or such other place as the members of the Company may determine from time to time.

ARTICLE III

Registered Office and Agent

The address of the registered office of the Company in the State of Florida is 155 Office Plaza Drive, Suite A, in the City of Tallahassee, County of Leon, State of Florida 32301. The name of the registered agent at such address is Capitol Corporate Services, Inc.

DATED as of the 11 day of January, 2011.

CLC Resorts and Developments, Inc.,
a Florida corporation, its sole member

By: 

Geoff Bruce, President

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statute Section 608.415, CLC RESORT MANAGEMENT, LLC 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 CLC RESORT MANAGEMENT, LLC.
2. The name and address of the registered agent and office is: Capitol Corporate Services, Inc., 155 Office Plaza Drive, Suite A, City of Tallahassee, County of Leon, State of Florida 32301.

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, the undersigned, by and through its duly elected officer, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as registered agent.

Dated: January 19th, 2011.

CAPITOL CORPORATE SERVICES, INC.

By: Gayle Windle

Name: Gayle Windle

Title: Assistant Secretary