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EXAMINER

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CORPORATION SERVICE COMPANY

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ACCOUNT NO. : I20000000195

REFERENCE : 037474 4325524

AUTHORIZATION :

Spud Coleman

COST LIMIT : \$ 150

ORDER DATE : December 23, 2011

ORDER TIME : 9:30 AM

EFFECTIVE DATE 1/1/2012

ORDER NO. : 037474-015

CUSTOMER NO: 4325524

DOMESTIC FILING

NAME: PROVIDENT BISCAYNE RESORTS,
LLC

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis - EXT. 2926

EXAMINER'S INITIALS: _____

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**CERTIFICATE OF CONVERSION
FOR
PROVIDENT BISCAYNE RESORTS, INC.
("Other Business Entity")
INTO
PROVIDENT BISCAYNE RESORTS, LLC**

This Certificate of Conversion and attached Articles of Organization are submitted to convert the following "Other Business Entity" into PROVIDENT BISCAYNE RESORTS, LLC in accordance with Section 608.439, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is Provident Biscayne Resorts, Inc.
2. The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of the State of Florida on December 27, 1996, and identified as document #P960000103752.
3. The jurisdiction of the "Other Business Entity" has not changed.
4. The name of the Florida limited liability company as set forth in the attached Articles of Organization is PROVIDENT BISCAYNE RESORTS, LLC.
5. This conversion shall be effective in Florida at 12:00 AM on January 1, 2012.

Signed this 9th day of December 2011.

PROVIDENT BISCAYNE RESORTS, INC.

By: 

R. Brenton Howie, President

PROVIDENT BISCAYNE RESORTS, LLC

By: Provident Management Corporation, a
Florida corporation, its Manager

By: 

R. Brenton Howie, President

Prepared By:

William B. Spottswood, Jr., Esquire
Johnson, Pope, Bokor,
Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
Bar No. 073171
(727) 461-1818

EFFECTIVE DATE 1/1/2012

FILED STATE
SECRETARY OF CORPORATIONS
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**ARTICLES OF ORGANIZATION
OF
PROVIDENT BISCAVNE RESORTS, LLC**

The undersigned, acting as the organizer of a limited liability company to be formed under the Florida Limited Liability Company Act, as amended (the "Act"), hereby forms a Florida limited liability company (this "Company") pursuant to the Act and hereby sets forth the following Articles of Organization (these "Articles"):

**ARTICLE I
Name**

The name of this Company shall be: PROVIDENT BISCAVNE RESORTS, LLC.

**ARTICLE II
Place of Business**

The principal place of business of this Company shall be 2951 S. Bayshore Drive, Miami, Florida 33133. The mailing address of this Company shall be 107 Hampton Road, Suite 100, Clearwater, Florida 33759, and such other place or places as may be designated by the manager from time to time.

**ARTICLE III
Registered Agent and Office**

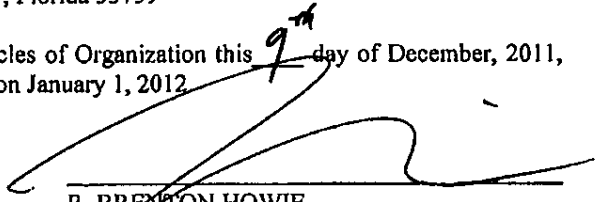
The initial registered agent for this Company shall be Provident Management Corporation and the address of the registered agent for service of process shall be 107 Hampton Road, Suite 100, Clearwater, Florida 33759.

**ARTICLE IV
Management of Business**

The Company shall be manager-managed. The initial manager of the company is:

Provident Management Corporation
107 Hampton Road., Suite 100
Clearwater, Florida 33759

The undersigned has executed these Articles of Organization this 9th day of December, 2011, and this Company shall be effective at 12:00 AM on January 1, 2012.



R. BRENTON HOWIE
Authorized Representative

Prepared By:
William B. Spottswood, Jr., Esquire
Johnson, Pope, Bokor, Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
(727) 461-1818
Bar No. 073171

CERTIFICATE OF DESIGNATION
AND ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Company at 107 Hampton Road, Suite 100, Clearwater, Florida 33759, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.

Dated this 9th day of December, 2011

PROVIDENT MANAGEMENT
CORPORATION, a Florida corporation

By: 

R. Brenton Howie, President

#587693