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FLORIDA LIMITED LIABILITY CO.
CLC Fractional, LLC

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ARTICLES OF ORGANIZATION
OF
CLC FRACTIONAL, LLC

ARTICLE I

Name and Duration

The name of this Limited Liability Company is CLC FRACTIONAL, 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 c/o Encantada Resorts, Attn: Geoff Bruce, 3070 Secor Lake Drive, Kissimmee, Florida 34747, 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 7th day of September, 2012.

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 FRACTIONAL, 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 FRACTIONAL, 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: September 12, 2012.

CAPITOL CORPORATE SERVICES, INC.

By: Karla Ali

Name: Karla Ali

Title: Asst. Sec.