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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : GREENBERG TRAUER (WEST PALM BEACH)
Account Number : 075201001473
Phone : (561) 955-7600
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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: JNEWMAN@PENNFLORIDA.COM

**FLORIDA LIMITED LIABILITY CO.
Penn Florida Club Properties II Holder, LLC**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY
PENN FLORIDA CLUB PROPERTIES II HOLDER, LLC**

ARTICLE I – NAME: The name of the limited liability company is:

PENN FLORIDA CLUB PROPERTIES II HOLDER, LLC (the “Company”).

ARTICLE II – ADDRESS: The mailing address of the principal office of the Company is 1515 North Federal Highway, Suite 306, Boca Raton, Florida 33432. The street address of the principal office of the Company is 1515 North Federal Highway, Suite 306, Boca Raton, Florida 33432.

ARTICLE III – REGISTERED AGENT, REGISTERED OFFICE & REGISTERED AGENT’S SIGNATURE: The name and the Florida Street address of the Company’s registered agent are:

Robert Rabin
1515 North Federal Highway, Suite 306
Boca Raton, Florida 33432

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 as provided in Chapter 605, Florida Statutes.



Robert Rabin

ARTICLE IV – The name and address of each person authorized to manage and control the limited liability company are:

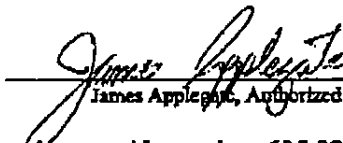
<u>Title</u>	<u>Name and Address</u>
Manager	James Applegate 1515 North Federal Highway, Suite 306 Boca Raton, Florida 33432

[Signature on following page]

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REQUIRED SIGNATURE:


James Applegate, Authorized Person

(In accordance with section 605.0203 (1) (b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

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