
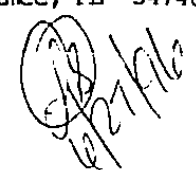


2nd NOTICE: Limited Liability Company Will Be Dissolved On Or After August 21, 1996. If Dissolved, Minimum Amount Due To Reinstall: \$738.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra D. Mortham Secretary of State DIVISION OF CORPORATIONS		FILED JUN 27 AM 7:30 SECRETARY OF STATE TALLAHASSEE, FLORIDA 32300-1878 06/27/96--01046--012 ***263.75 ***263.75	
FILING FEE \$ 263.75		Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee + \$25.00 LATE FEE Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company SPW DEVELOPMENT, L.C. 17805 U.S. HIGHWAY 192 CLEARMONT FL 34711		DOCUMENT # L95000000364 1a. Principal Place of Business Address 17805 U.S. HIGHWAY 192 CLEARMONT FL 34711			
If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a					
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country		3. Date Organized or Qualified 05/12/1995 3a. State of Formation FL 4. TET Number 59-3318590 5. Date of Last Report N/A--First Report 6. Certificate of Status Desired <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable <input checked="" type="checkbox"/> 10% Additional Fee Required	
7. Name and Address of Current Registered Agent CALDWELL, PAUL M ESQ. 19 WEST FLAGLER STREET, SUITE 624 BISCAYNE BUILDING MIAMI FL 33130			8. Name and Address of New Registered Agent Name Paul M. Caldwell, Esquire Street Address (P.O. Box Number is Not Acceptable) 17805 U.S. Highway 192 Suite, Apt. #, etc. City Clermont FL 34711		
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations. SIGNATURE <u>Paul M. Caldwell</u> DATE <u>6-21-96</u>					
(If a Current Agent is accepting appointment) (25%) (New Current Agent signature required when reappointing)					
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
Mem	Bryanstone, Inc., a Missouri corporation	1065 Executive Parkway Suite 300		St. Louis, MO 63141	
Mem	Peak Family Partnership, Ltd., a Florida limited partnership	17805 U.S. Highway 192		Clermont, FL 34711	
Mem	U.K. Realty, Inc., a Florida corporation	5260 West Irlo Bronson Highway Suite 120		Kissimmee, FL 34746	
					
11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address BRYANSTONE, INC. (352) SIGNATURE: By: <u>Joe H. Scott, Sr.</u> Member, JOE H. SCOTT, SR., President 06/21/96 242-2670					
(Signature and Title of Authorized Name of Existing Managing Member or Manager) Date (Typed Name)					

L95000000364

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

*Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 12 AM 11:30

RE: SPW Development
L.C.
95 MAY 12 AM 9:55
DIVISION OF CORPORATIONS
DISBURSED

<input checked="" type="checkbox"/> Capital Express SM	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File <u>LC</u>	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input type="checkbox"/> Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S -	_____	_____
<input type="checkbox"/> Fictitious Name File	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone ()	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prep.	_____	_____
<input type="checkbox"/> FAX () pgs.	_____	_____
SUBTOTALS _____		

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-05/17/95--01071--001
***337.50 ***337.50

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
_____	\$ _____

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY AAK _____

WALK-IN
Will Pick Up 572 1100

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**ARTICLES OF ORGANIZATION
OF**

95 MAY 12 AM 11:30

SPW DEVELOPMENT, L.C.

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

ARTICLE I. NAME

The name of the limited liability company (the "Company") is:

SPW DEVELOPMENT, L.C.

ARTICLE II. DURATION.

The Company shall exist from the date of filing these Articles with the Department of State until the earlier of May 1, 2010 or the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.

ARTICLE III. MAILING AND STREET ADDRESS

The Company's mailing and street address is 17005 U.S. Highway 192, Clermont, Florida 34711.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent of the Company is: Paul M. Caldwell, Attorney at Law, Suite 624, Biscayne Building, 19 West Flagler Street, Miami, Florida 33130

ARTICLE V. ADDITIONAL MEMBERS.

Additional members to the Company may be admitted, but only if all the current members agree to the admission of the additional members and to the terms of admission.

ARTICLE VI. TERMINATION OF MEMBERSHIP.

If a member of the Company dies, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, two or more of the remaining members shall have the right to continue the business of the Company, subject to terms of the operating agreement of the Company.

ARTICLE VII. MANAGEMENT OF THE COMPANY.

The Company shall be managed by the Members.

ARTICLE VIII. REGULATIONS.

The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

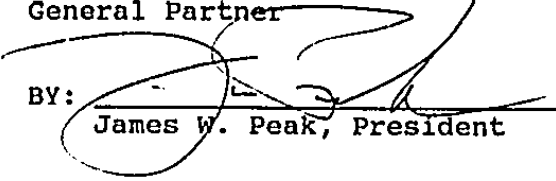
ARTICLE IX. DATE OF EXISTENCE OF THE COMPANY.

The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

THE UNDERSIGNED ORGANIZER, as one of the Members executed these Articles of Organization effective as of May 11, 1995.

Peak Family Partnership, Ltd.
a Florida limited partnership,
Member

BY: Peak Resorts of Florida, Inc.
a Florida corporation,
General Partner

BY: 
James W. Peak, President

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF
LIMITED LIABILITY COMPANY**

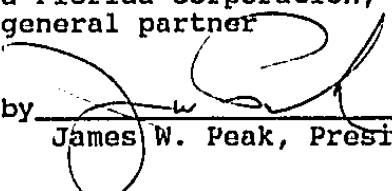
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 12 AM 11:30

The undersigned member of SPW Development, L.C. deposes and says:

1. The above named limited liability company has three members.
2. The total amount of cash contributed by the members is two thousand (\$2,000) dollars.
3. If any, the agreed value of property other than cash contributed by members is \$-0-.
4. The total amount of cash or property anticipated to be contributed by members is two thousand (\$2,000) dollars. This total includes amounts from two and three above.

THIS AFFIDAVIT IS MADE IN ACCORDANCE WITH SECTION 608.408(3), FLORIDA STATUTES. THE EXECUTION OF THIS AFFIDAVIT CONSTITUTES AN AFFIRMATION UNDER THE PENALTIES OF PERJURY THAT THE FACTS STATED HEREIN ARE TRUE.


Peak Family Partnership, Ltd.
a Florida limited partnership
BY: Peak Resorts of Florida, Inc.
a Florida corporation,
general partner

by 
James W. Peak, President

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me by James W. Peak, President of Peak Resorts of Florida, Inc., the general partner of Peak Family Partnership, Ltd., who identified this instrument as an affidavit, and who signed instrument willingly.

Sworn to and subscribed before me this day of May 10, 1995,
by James W. Peak who is personally known to me.

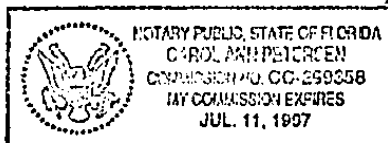

Notary Public, State of Florida

Print Name: CAROL ANN PETERSEN

Commission NO.: _____

My Commission Expires: _____

(SEAL)



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAY 12 AM 11:30

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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:
SPW Development, L.C.
2. The name of the registered agent is:
Paul M. Caldwell, Attorney at Law.
3. The address of the registered agent/registered office is:
Suite 624, Biscayne Building,
19 West Flagler Street
Miami, Florida 33130

ACCEPTANCE

HAVING BEEN NAMED AS REGISTERED AGENT AND DESIGNATED 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.


Paul M. Caldwell

Date: May 10, 1995