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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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BOARD CERTIFIED:
REAL ESTATE LAW

October 3, 1996

Secretary of State
Department of Corporations
P. O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32301

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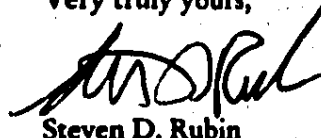
Re: Condominium Resorts Limited Company

Gentlemen:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for Condominium Resorts Limited Company a Florida limited liability company along with a check in the amount of \$285.00 for the filing fee.

Thanking you in advance for your assistance and cooperation. If you have any questions, please do not hesitate to contact me.

Very truly yours,



Steven D. Rubin

SDR/mjh
enclosures

PA
10/9/96

**ARTICLES OF ORGANIZATION
FOR
CONDOMINIUM RESORTS LIMITED COMPANY
A FLORIDA LIMITED LIABILITY COMPANY**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, in order to form a limited liability company for the purpose hereinafter stated, under and pursuant to the Florida Limited Liability Company Act, hereby certify as follows:

ARTICLE I. -- NAME

The name of the Limited Liability Company is: Condominium Resorts Limited Company

ARTICLE II. -- ADDRESS

The mailing address and street address of the principal office of Condominium Resorts Limited Company is: Howard Johnson Lodge, 2323 East Irla Bronson Memorial Highway, Kissimmee, Florida 34744

ARTICLE III. -- DURATION

The period of duration for Condominium Resorts Limited Company shall be until December 31, 2026.

ARTICLE IV. -- PURPOSE

Condominium Resorts Limited Company may transact any and all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act, specifically including business related to the ownership, management and operation of hotel and condominium properties.

ARTICLE V. -- MANAGEMENT

Condominium Resorts Limited Company is to be managed by the members and the name and address of the managing member is: Donald E. Culbertson, 2245 N. Green Valley Parkway, #539, Henderson, Nevada 89014. The name and address of the other member is: Condominium Enterprises, Inc., a Nevada corporation, Donald E. Culbertson, President, 2245 N. Green Valley Parkway, #539, Henderson, Nevada 89014.

ARTICLE VI. -- ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be: the affirmative vote, approval or consent of ninety percent (90%) of the interests of all members shall be required to issue an interest in Condominium Resorts Limited Company and admit such person as a member.

ARTICLE VII. -- REGISTERED AGENT

The name and address of the Company's registered agent is: Steven D. Rubin, Esq., 980 North Federal Highway, Suite 434, Boca Raton, FL 33432.

ARTICLE VIII. -- MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of Condominium Resorts Limited Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in Condominium Resorts Limited Company shall be: upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in Condominium Resorts Limited Company, the Company shall have the right to continue its business and shall not be required to dissolve, liquidate and terminate its existence if Condominium Resorts Limited Company or the other members elect to purchase the interest of the affected member.

MEMBERS:


Donald E. Culbertson

CONDOMINIUM ENTERPRISES, INC.,
a Nevada corporation

By: 
Donald E. Culbertson, President

STATE OF Kansas)
COUNTY OF Johnson) ss

On this 2 day of October, 1996, came Donald E. Culbertson and executed the within instrument as an organizer of Condominium Resorts Limited Company.



Notary Public

My Commission Expires: 5-30-2000

LINDA L. SMITH, NOTARY PUBLIC
JOHNSON COUNTY, KANSAS
MY COMMISSION EXPIRES 5-30-2000

STATE OF Kansas)
COUNTY OF Johnson) ss

On this 2 day of October, 1996, came Donald E. Culbertson, President of Condominium Enterprises, Inc., a Nevada corporation, and executed the within instrument as an organizer of Condominium Resorts Limited Company.


Notary Public

My Commission Expires: 5-30-2000

LINDA L. SMITH, NOTARY PUBLIC
JOHNSON COUNTY, KANSAS
MY COMMISSION EXPIRES 5-30-2000

<http://donaldculbertson.com/condominium/condominium.htm>

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF CONDOMINIUM RESORTS LIMITED COMPANY**

The undersigned member or authorized representative of a member of Condominium Resorts Limited Company deposes and says:

1. The above-named limited liability company has at least two (2) members.
2. The total amount of cash contributed by the members is One Hundred Dollars (\$100.00) each.
3. If any, the agreed value of property other than cash contributed by members is: none.
4. The total amount of cash or property anticipated to be contributed by members is One Hundred Dollars (\$100.00) each. This total includes amounts from Nos. 2 and 3 above.

Donald E. Culbertson,
Managing Member

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
OF
CONDOMINIUM RESORTS LIMITED COMPANY**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, 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 Condominium Resorts Limited Company.
2. The name and address of the registered agent and office is:

Steven D. Rubin, Esq.
980 North Federal Highway, Suite 434
Boca Raton, FL 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.


Steven D. Rubin

10/3/96
Date