

**CORPORATE
ACCESS,**

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1.) Great Escape Travel Experience, L.C.
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS:

RECEIVED
97 JUN -5 AM 11:21
DIVISION OF CORPORATION

FILED
97 JUN -5 PM 12:21
DIVISION OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
GREAT ESCAPE TRAVEL EXPERIENCE, L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I- NAME

The name of the limited liability company shall be GREAT ESCAPE TRAVEL EXPERIENCE, L.C. ("Company").

ARTICLE II- ADDRESS

The mailing address and street address of the principal office of the company shall be: 5942 34th St. West, Bradenton, FL 34210

ARTICLE III-DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual, unless the company is earlier dissolved as provided in these articles of organization.

ARTICLE IV-REGISTERED OFFICE AND AGENT

The name and the street address of the registered agent of the company in the State of Florida is William Randolph Klein, Esquire 1900 Main St. Suite 210, Sarasota, FL 34236.

ARTICLE V-CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

ARTICLE VI-ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VII-ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII-TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX-MANAGEMENT

the company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is JILL BERRY SCROGGIN, 5942 34th St. West Suite 107 Bradenton, FL 34210.

OR

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are

NAME	ADDRESS
JILL BERRY SCROGGIN	5942 34th St. West Suite 107 Bradenton, FL 34210
KAREN CYMANSKY	
KIM BERRY	

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Sarasota, Florida on this 20th day of February, 1997.

Jill Berry Scroggin
NAME OF ORGANIZER

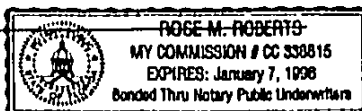
Kim Berry
NAME OF ORGANIZER

STATE OF FLORIDA
COUNTY OF SARASOTA

Jill Berry Scroggin
Applicant

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared before me on this 20th day of February, 1997, Jill Berry Scroggin, known to be and known to me to be the person who executed the foregoing document and he acknowledged before me that he executed this document.

COMMISSION EXPIRES: _____



Rose M. Roberts
NOTARY PUBLIC

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of GREAT ESCAPE TRAVEL EXPERIENCE, L.C., deposes and says:

1. The above named limited liability company has at least two members.

2. The total amount of cash contributed by the member(s) is \$ 1000.00.

3. If any, the agreed value of property other than cash contributed by member(s) is \$ NA. A description of the property is attached and made a part hereto.

4. The total amount of cash or property anticipated to be contributed by members(s) is \$ 1000.00. This total includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

DATED:

Jill Perry Scraggin
NAME

STATE OF FLORIDA
COUNTY OF SARASOTA

Jill Perry Scraggin
Applicant

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared before me on this 20th day of February, William K. Klein, known to be and known to me to be the person who executed the foregoing document and he acknowledged before me that he executed this document.

COMMISSION EXPIRES:



DAVINA J. QUILLEN
My Commission CC385883
Expires Jun. 21, 1998
Bonded by HAI
800-422-1555

Davina J. Quillen
NOTARY PUBLIC

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, BEING THE PERSON NAMED IN THE ARTICLES OF ORGANIZATION OF GREAT ESCAPE TRAVEL EXPERIENCE, L.C. AS THE REGISTERED AGENT OF THIS LIMITED LIABILITY COMPANY, HEREBY CONSENTS TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED COMPANY AT THE PLACE DESIGNATED IN THIS ARTICLES OF ORGANIZATION, 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.

REGISTERED AGENT:

William R Klein

SIGNATURE

William R Klein

DATE

2/20/97

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared before me on this 20 day of February, William R Klein known to be and known to me to be the person who executed the foregoing document and he acknowledged before me that he executed this document.

COMMISSION EXPIRES:



DAVINA J. GUILLEN
My Commission CC388117
Expires Jun. 21, 1998
Bonded by HAI
800-422-1555

Davina J. Guillen
NOTARY PUBLIC

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97 JUN -5 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA