

L98000001765



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 955261 6258A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$285.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 SEP -9 PM 2:06

FILED

ORDER DATE : September 9, 1998

ORDER TIME : 11:14 AM

ORDER NO. : 955261-005

CUSTOMER NO: 6258A

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CUSTOMER: William L. Owens, Esq
BOND SCHOENECK & KING, P.A.

Suite 107
1167 Third Street South
Naples, FL 34102-7098

CM

DOMESTIC FILING

NAME: RESORT PROPERTIES
INTERNATIONAL DEVELOPMENT,
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

DIVISION OF CORPORATION

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RECEIVED

ARTICLES OF ORGANIZATION
OF
RESORT PROPERTIES INTERNATIONAL DEVELOPMENT, L.L.C.

Article 1. Name

The name of the Limited Liability Company is

Resort Properties International Development, L.L.C.

Article 2. Duration

The duration of the Limited Liability Company is perpetual.

Article 3. Principal Office and Mailing Address

The principal place of business of the Limited Liability Company is at 1044 Costello Drive, Suite 104, Naples, Florida 34103. The mailing address of the Limited Liability Company is 1044 Costello Drive, Suite 104, Naples, Florida 34103.

Article 4. Initial Registered Office and Agent

The initial registered office of the Limited Liability Company is c/o Bond, Schoeneck & King, P.A., 1167 Third Street South, Suite 107, Naples, Florida, 34102. The name of the initial registered agent at that address is William L. Owens, Esq.

Article 5. Admission of New Members

The Limited Liability Company may admit additional members upon a vote of a majority in interest of the members preceding the admission of the new member.

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CLERK OF CIRCUIT COURT
FALLASSEE, FLORIDA

Article 6. Right to Continue Business

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 the Limited Liability Company, the remaining members may elect to continue the business upon a vote of a majority in interest of the remaining members.

Article 7. Statement of Management

The management of the Limited Liability Company is reserved to the members. The names and addresses of the initial managing members are:

Daryl C. Andrews	1044 Costello Drive, Suite 104 Naples, Florida 34103
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Wayne R. Crosby III	1044 Costello Drive, Suite 104 Naples, Florida 34103
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Michael Timmerman	1044 Costello Drive, Suite 104 Naples, Florida 34103
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TALLAHASSEE, FLORIDA

Michael Timmerman, as a managing member, is authorized to execute these Articles of Organization and file them with the Florida Department of State.

Article 8. Commencement of Existence

The Limited Liability Company's existence shall commence upon the filing of these Articles of Organization with the Florida Secretary of State.

Article 9. Regulations

These Articles of Organization and the Florida Limited Liability Company Act shall be deemed to be the regulations of the Limited Liability Company unless and until the members have otherwise adopted additional or inconsistent provisions in connection with any matters permitted to be addressed in regulations.

Article 10. Amendment

The Limited Liability Company reserves the right to amend or repeal any provisions contained in these Articles of Organization or any amendment to them, and any right conferred upon the members is subject to this reservation.

In Witness Whereof, the undersigned has signed these Articles of Organization on this 8th day of September, 1998.



Michael Timmerman

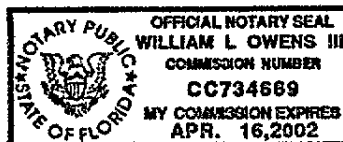
STATE OF FLORIDA :
:
COUNTY OF COLLIER : ss.:

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TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 8th day of September, 1998, by MICHAEL TIMMERMAN, who is personally known to me or produced his _____ as identification and who acknowledged to and before me that he executed the instrument for the purposes therein expressed.


Notary Public

My Commission Expires:




ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Resort Properties International Development, L.L.C. which is contained in the foregoing Articles of Organization.

I am familiar with, and accept, the obligations of such a position.

Dated this 8th day of September, 1998.


William L. Owens, Esq.
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

MICHAEL TIMMERMAN, being duly sworn, deposes and says that:

1. I am a member of Resort Properties International Development, L.L.C., a limited liability company to be established under Florida law. I make this affidavit pursuant to Florida Statute § 608.407 to allow the filing of the foregoing Articles of Organization.

2. I declare that the above named limited liability company has at least one member.

3. The initial amount of cash to be contributed to the limited liability company by the members is \$56,000.00.

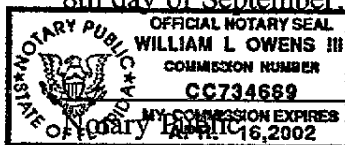
4. The total amount of cash anticipated to be contributed to the limited liability company by the members is \$1,000,000.00. The members reserve the right to contribute less than the anticipated amount of capital contributions to the limited liability company.


5. There is no other property other than the above described cash to be contributed by the members and no other property or cash anticipated to be contributed at this time. If any additional contributions are made, the foregoing Articles of Organization shall be amended to reflect such additional contributions. If any additional contributions are made, the members shall file a supplemental affidavit of capital contributions with the Florida Department of State to reflect such additional contributions.

IN WITNESS WHEREOF, I have signed this affidavit.


Michael Timmerman

Sworn to before me this
8th day of September, 1998





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TALLAHASSEE, FLORIDA