



ARTICLES OF ORGANIZATION

FOR

FLORIDA SUN GARDENS, L. C.

FILED  
NOV - 9 PM 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I  
NAME

The name of this company shall be: FLORIDA SUN GARDENS, L. C.

ARTICLE II  
DURATION

The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for continued existence of the company subsequent to the foregoing events.

ARTICLE III  
ADDRESS

The street address and mailing address is 4646 West Irlo Bronson Memorial Highway, Kissimmee, Florida 34746.

ARTICLE IV  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Company is: 4646 West Irlo Bronson Memorial Highway, Kissimmee, Florida 34746 and the name of its initial Registered Agent at that address is: Robert A. Slaman.

ARTICLE V  
ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Bylaws of this Company.

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ARTICLE VI  
RIGHT TO CONTINUE BUSINESS

The remaining members may 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 the company.

ARTICLE VII  
MANAGEMENT OF COMPANY

The Company is to be managed by managers. The name and addresses of the manager(s) who are to serve until the first annual meeting of Members or until their successors are elected and qualify are:

Mr. Ben Nadasdy  
Avenue de l'Espinette Centrale 22  
1640 Rhode-Saint-Genèse  
Belgium

Mr. Michel Vandersleyeu  
Rue de Suarlée, 20  
La Bruyere Rhisnes  
Belgium

Mr. Svend Holth  
Avenue des Poules d'Eau 11  
B-1640 Rhode-St.-Genèse  
Belgium

Mr. William D. Brown  
823 McCalls Mill Road  
Lexington, Kentucky  
U.S.A.

ARTICLE VIII  
AMENDMENT

Any amendment to this Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall also be signed by the member to be added.

ARTICLE IX  
REGULATIONS OF COMPANY

The power to adopt, alter, amend, or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Manager(s) of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Managers(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

ARTICLE X  
INFORMAL ACTION OF MEMBERS

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting and filed with the Manager(s) of the Company as part of its records.

ARTICLE XI  
CONTRACTING DEBT

Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this company except by the Manager(s) or if managed by the Members, by any Member of this Company unless otherwise provided herein.

ARTICLE XII  
TRANSFERABILITY

An interest of a Member of this company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

ARTICLE XIII  
WITHDRAWAL OR REDUCTION OF MEMBERS' CONTRIBUTIONS TO CAPITAL

1. A Member shall not receive out of the Company property any part of his, hers or its contribution to capital until:

- (a) all liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them,
- (b) the consent of all Members is had, unless the return of the contributions to capital pay be rightfully demanded,
- (c) these articles of organization are canceled or so amended as to set out the withdrawal reduction.

A Member shall be entitled to the return of his, her or its contribution in the manner provided for in the regulations of the company.

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IN WITNESS WHEREOF, the undersigned has signed these Articles of Organization on  
this 6<sup>th</sup> day of November, 1998.

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TALLAHASSEE, FLORIDA  
PM 12:30  
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Will D A  
Member

STATE OF FLORIDA )

COUNTY OF OSCEOLA )

BEFORE ME, personally appeared WILLIAM D. BROWN well known and known to me to be the person described in and who executed the foregoing Articles of Organization and acknowledged to and before me that he executed said instrument for the purposes therein expressed. An oath was taken and a 404708857 Driver's License was used as identification.

WITNESS my hand and official seal this 6 day of November, 1998.

Michelle Lee Dalomba  
NOTARY PUBLIC

My Commission Expires:



MICHELLE LEE DALOMBA  
Notary Public State of Florida  
My comm. expires Aug. 13, 2000  
Commission # CC576757

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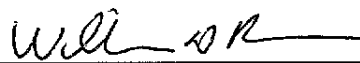
**AFFIDAVIT**

STATE OF FLORIDA  
COUNTY OF OSCEOLA

BEFORE ME, the undersigned officer duly authorized to administer oaths and take acknowledgments, on this day personally appeared WILLIAM D. BROWN, who, after first being duly sworn, deposes and says:

1. That he is an authorized representative of a member of FLORIDA SUN GARDENS, L. C. .
2. That FLORIDA SUN GARDENS, L. C. has a least two (2) members.
3. That the total amount of cash contributed by the member(s) is: \$4,000.00
4. That the agreed value of the property other than cash contributed by the member(s) is \$-0-.
5. That the total amount anticipated to be contributed by the member(s) is: \$6,000.00.
6. That the total of amounts 2., 3. and 4. is: \$10,000.00.

FURTHER, Affiant sayeth naught.

  
\_\_\_\_\_  
William D. Brown

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STATE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared WILLIAM D. BROWN, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: Personal Knowledge, and that an oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this 6  
day of November, 1998.

Michelle Dalomba  
Notary Public



MICHELLE LEE DALOMBA  
Notary Public State of Florida  
My comm. expires Aug. 13, 2000  
Commission # CC576757

My Commission Expires:

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

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.

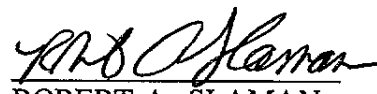
1. The name of the limited liability company is: FLORIDA SUN GARDENS, L. C. .
2. The name and address of the registered agent and office is:

Mr. Robert A. Slaman  
4646 West Irlo Bronson Memorial Highway  
Kissimmee, Florida 34741

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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 any duties, and I am familiar with and accept the obligations of my position as Registered Agent.

DATED this 6<sup>TH</sup> day of NOVEMBER, 1998.

  
ROBERT A. SLAMAN  
Registered Agent

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TALLAHASSEE, FLORIDA  
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