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March 2, 1999

Florida Secretary of State  
P. O. Box 6327  
Tallahassee, Florida 32314  
Attn.: Limited Liability Companies

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-03/08/99-D1137-008  
\*\*\*\*337.50 \*\*\*\*337.50

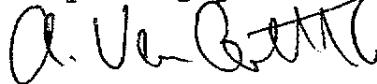
Re: Articles of Organization/  
Ski Enterprises of Brevard, L.C.  
File No. C19-101

Dear Folks:

Enclosed herewith for filing please find the executed original and one copy of the Articles of Organization for the above-referenced limited liability company, along with the supplemental affidavit and designation/acceptance of registered agent.

Upon filing, please provide me with a certified copy of the articles. A check for your fees in the amount of \$337.50 is enclosed.

Very truly yours,



A. Van Catterton, Jr.

AVC:jc  
Enclosures  
cc: Client  
Kenneth Whittaker, C.P.A.  
(Both with enclosures)

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1-11-99

**ARTICLES OF ORGANIZATION  
OF  
SKI ENTERPRISES OF BREVARD, L.C.**

**ARTICLE I  
Name**

The name of the Limited Liability Company is Ski Enterprises of Brevard, L.C., referred to hereinafter as "Company".

**ARTICLE II  
Address**

The mailing address and street address of the principal office of the Company is 656 Hawksbill Island Drive, Satellite Beach, Florida 32937.

**ARTICLE III  
Duration**

The period of duration for the Company shall be perpetual.

**ARTICLE IV  
Management**

The Company is to be managed by the members and the names and addresses of the managing members are:

Benjamin J. Cheshelski	Linda Cheshelski
656 Hawksbill Island Drive	656 Hawksbill Island Drive
Satellite Beach, Florida 32937	Satellite Beach, Florida 32937

**ARTICLE V  
Admission of Additional Members**

The right of the members to admit additional members and the terms and conditions of the admissions shall be as follows. The members have the right to admit additional members. New members may be admitted upon unanimous approval of all current members and upon the agreement of the new member(s) to abide and be bound by the Articles of Organization and any regulations of the Company, and subject to any other terms and conditions which the members may unanimously agree to require.

**ARTICLE VI  
Members' Rights to Continue Business**

Upon 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 in the Company, the remaining members of the Company shall have the right to continue the business of the Company.

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**ARTICLE VII**  
**Registered Office and Agent**

The street address of the Company's initial registered office is 656 Hawksbill Island Drive, Satellite Beach, Florida 32937. The name of the Company's initial registered agent at that office is Benjamin J. Cheshelski.

**ARTICLE VIII**  
**Affidavit of Membership and Contributions**

The undersigned member or authorized representative of a member of the Company certifies:

- 1) the Company has at least one member;
- 2) the total amount of cash contributed by the member(s) is:


Benjamin J. Cheshelski:	\$50.00
Linda Cheshelski:	\$50.00

- 3) if any, the agreed value of property other than cash contributed by member(s) (a description of the property, if any, is attached and made a part hereto) is:

Benjamin J. Cheshelski:	\$ -0-
Linda Cheshleski:	\$ -0-

- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$100.00.

IN WITNESS WHEREOF, the undersigned Members have caused these presents to be executed as of the 25 day of February, 1999.

  
Benjamin J. Cheshelski

  
Linda Cheshelski

(In accordance with Section 608.408(3) the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

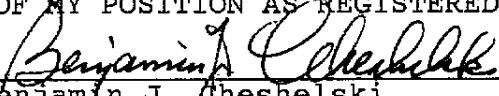
1. The name of the limited liability company is:

SKI ENTERPRISES OF BREVARD, L.C.

2. The name and the Florida street address of the registered agent are:

Benjamin J. Cheshelski  
656 Hawksbill Island Drive  
Satellite Beach, Florida 32937

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.

  
Benjamin J. Cheshelski,  
Registered Agent

Date: 2-25-99