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GRAHAM, CLARK, JONES, BUILDER, PRATT & MARKS
ATTORNEYS AT LAW
360 NORTH NEW YORK AVENUE
PO BOX OFFICE DRAWER 1680
WINTER PARK, FLORIDA 32790
TELEPHONE (407) 847-4455
TELECOPIER (407) 740-7063

J. LINDSAY BUILDER, JR.
SCOTT D. CLARK
WILLIAM A. DAVIS, JR.
DOUGLAS K. GARTENLAUB
JESSE E. GRAHAM
JESSE E. GRAHAM, JR.
JESSICA K. HEW
FREDERICK W. JONES
JEFFREY L. KAPLAN
HOWARD S. MARKS
SAMUEL M. NELSON
JAMES R. PRATT
GEOFFREY D. WITHERS

May 5, 1999

VIA FEDERAL EXPRESS

State of Florida
Department of State
Division of Corporations
409 E. Gaines Street
P.O. Box 6327
Tallahassee, FL 32314

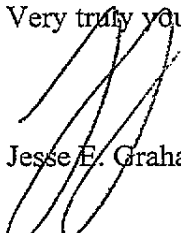
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****357.50 ****337.50

Re: Harbour Lights Resort Orlando, LLC

Dear Sirs:

Enclosed for filing please find an original and one copy of the Articles of Organization for the above referenced limited liability company, together with this firm's check in the amount of \$357.50 representing the required fee.

Please return the filed copy to me at the address listed above. If you have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,

Jesse E. Graham, Jr.

JEG,Jr.\bkb
Enclosures

RECEIVED
MAY -7 AM 9:30
DIVISION OF CORPORATIONS

L99-2716

Name	AL-5-12
Availability	
Document Examiner	AL
Updater	AL
Underwriter	AL
Verifier	AL
Acknowledgment	AL
W. P. Verifier	AL

**ARTICLES OF ORGANIZATION
OF
HARBOUR LIGHTS RESORT ORLANDO, LLC**

FILED
99 MAY 10 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as organizer and for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be **HARBOUR LIGHTS RESORT ORLANDO, LLC** ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be 5460 Hoffner Avenue, Suite 408, Orlando, Florida 32812.

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 terminate not later than December 31, 2050, unless the Company is earlier dissolved as provided in these Articles of Organization or the Regulations and Operating Agreement of the Company (the "Regulations").

ARTICLE IV - PURPOSE AND POWERS

1. Purposes. Except as restricted by these Articles of Organization, the Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Florida Statutes, including without limitation, the acquisition, disposition, purchase, loan, encumbrance, financing, marketing, promoting, improving, developing, managing, selling, buying and otherwise dealing with real property, chattels and intangible property and all such other activities incidental or useful to the foregoing.

2. General Powers. Except as restricted by these Articles of Organization, the Company shall have and may exercise all powers and rights which a limited liability company may exercise legally pursuant to Chapter 608, Florida Statutes.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Jesse E. Graham, Jr., Graham, Clark, Jones, Builder, Pratt & Marks, 369 North New York Avenue, Third Floor, Winter Park, Florida 32789.

FILED
99 MAY 10 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - 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 upon 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. A 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.

ARTICLE VII - TERMINATION OF EXISTENCE

Notwithstanding any other provision contained herein, the Company shall be dissolved upon the happening of any of the following events:

- a. Expiration of the term specified in Article III;
- b. Unanimous written consent of all the Members;

The Company will not be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or any other occurrence which terminates a Member's membership in the Company, unless the Members, other than the affected Member, vote unanimously that the Company be dissolved and liquidated.

ARTICLE VIII - MANAGEMENT

The Company shall be managed by a Manager or Managers in accordance with the Regulations adopted by the Members for the management of the business and affairs of the Company. Such 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, who shall serve until the first annual meeting of the Members or until his successor is duly appointed and qualified is:

NAME

ADDRESS

Philip Batura

5460 Hoffner Avenue, Suite 408
Orlando, FL 32812

Coy A. Clark

575 South Wickham Road, Suite E
Melbourne, FL 32904

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99 MAY 10 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX - AMENDMENTS

The limited liability company reserves the right to amend its Articles of Organization from time to time in accordance with Chapter 608, Florida Statutes.

ARTICLE X - REGULATIONS

The management and affairs of the Company will be conducted in accordance with Regulations and Operating Agreement of the Company adopted by the Members, as the same may be amended from time to time in accordance with the terms hereof.

IN WITNESS WHEREOF, the undersigned organizer of Harbour Lights Resort Orlando, LLC has executed these Articles of Organization at Winter Park, Florida, on this 4th day of May, 1999.

Developer's Consulting Services, Inc.,
a Florida corporation

By: Philip Batura

Name of Organizer:

Philip Batura, President

STATE OF FLORIDA
COUNTY OF ORANGE

Before me personally appeared PHILIP BATURA, as President of Developer's Consulting Services, Inc., a Florida corporation, on behalf of the corporation, to me personally known as the organizer of the above limited liability company, and who subscribed the above Articles of Organization.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 4th day of May, 1999.

Notary Seal:



Jesse E. Graham, Jr.
My Commission CC807914
Expires March 22 2003

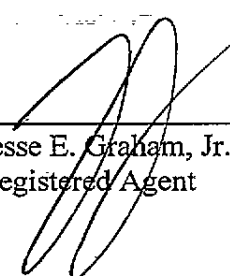
Notary Public

ACCEPTANCE TO SERVE AS REGISTERED AGENT

Pursuant to Sections 608.407(d) and 608.415, Florida Statutes, the undersigned, Jesse E. Graham, Jr., does hereby consent to serve as the Registered Agent of Harbour Lights at Orlando, LLC and to accept service of process for the above stated company at the place designated in the Articles of Organization and hereby states that he is familiar with, and accepts, the obligations of the position of Registered Agent. Such Registered Agent's address for service of process shall be:

Jesse E. Graham, Jr., Esq.
Graham, Clark, Jones, Builder, Pratt & Marks
369 North New York Avenue, Third Floor
Winter Park, Florida 32789

DATED: May 4, 1999



Jesse E. Graham, Jr.
Registered Agent

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99 MAY 10 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member or authorized representative of a Member of Harbour Lights Resort Orlando, LLC, deposes and says:

1. The above named limited liability company has at least one Member.
2. The total amount of cash to be contributed by the Member(s) is \$100,000.00.
3. The total amount of cash or property anticipated to be contributed by Member(s) is \$ 1,000,000.00.
4. The total amount of cash or property contributed or anticipated to be contributed by Member(s) is \$ 1,100,000.00. This includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER.

Dated: May 4, 1999

Philip Batura Pres

Philip Batura, as President of Developer's Consulting Services, Inc.

STATE OF FLORIDA
COUNTY OF ORANGE

Before me personally appeared Philip Batura, to me well known as President of Developer's Consulting Services, Inc. and a Member of the above limited liability company, and who subscribed the above Affidavit of Membership and Contributions.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 4th day of May, 1999.

Notary Seal:



[Signature]
Notary Public

F:\USER\BARBARA\LLC\harbourlights.ao