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Fax Number : (850) 922-4003

From:

Account Name : BAKER & HOSTETLER LLP
Account Number : I19990000077
Phone : (407) 649-4043
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LIMITED LIABILITY COMPANY

Resort Owners International, LLC

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Baker & Hostetler LLP
200 S. Orange Ave.
Suite 2300
Orlando, Florida 32801

Articles of Organization
of
RESORT OWNERS INTERNATIONAL, LLC

ARTICLE I

Name and Duration

The name of this Limited Liability Company is Resort Owners International, LLC (hereinafter referred to as the "Company"). The duration of the Company shall commence upon the filing of these Articles of Organization and shall be perpetual.

ARTICLE II

Principal Office

The mailing address and street address of the principal office of the Company is 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801, or such other place as the Members of the Company may determine from time to time.

ARTICLE III

Registered Office and Agent

The address of the registered office of the Company in the State of Florida is 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801. The name of the registered agent at such address is A.G.C. Co.

ARTICLE IV

Management

The management of the Company shall be delegated to a management committee comprised of managers which managers shall be elected by the Members in accordance with the Regulations of the Company. The name and mailing address of the individual who shall serve as initial manager of the Company until the first annual meeting of the Members is as follows:

Name

Address

Barry J. Gazzard

Post Office Box 500
Windermere, Florida 34786-0500

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ARTICLE V

Admission of Additional Members


Additional members may be admitted from time to time only upon the consent of a majority in interest of the Members, and the majority in interest of the members shall determine the amount and nature of contributions by additional members at the time the additional members are admitted.

ARTICLE VI

Continuation of Business

The remaining members of the Company shall have the right to 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.

DATED as of the 26 day of July, 1999.


Barry J. Gazzard, Member

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STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 26th day of July, 1999, by Barry J. Gazzard, as a Member of the Company. He is personally known to me or has produced FL DL as identification.

#6263-070-62-070-0

(NOTARY SEAL)

Connie S. Walker
(Notary Signature)

Connie S. Walker
(Notary Name Printed)
NOTARY PUBLIC

Commission No.

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Connie S. Walker
MY COMMISSION # CC847047 EXPIRES
June 18, 2003
BONDED THRU TROY FARM INSURANCE, INC.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statute Section 608.415, Resort Owners International, LLC 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 Resort Owners International, LLC.
2. The name and address of the registered agent and office is: 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801.

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, the undersigned, by and through its duly elected officer, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as registered agent.

Dated: 7/26, 1999

A.G.C. CO.

By: A. Thomas Ball Vice President
Name: G. THOMAS BALL

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of Resort Owners International, LLC, deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of cash contributed by the members is \$1,000.
3. No property of value, real or personal, other than cash, will be contributed by the member.
4. The total amount of additional cash or property anticipated to be contributed by the member is \$0.
5. The total amount of 2, 3 and 4 is \$1,000.

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

Dated: 7/26, 1999.


Barry J. Gazzard, Member

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