



99000008568

ACCOUNT NO. : 072100000032

REFERENCE : 506183 4329479

AUTHORIZATION : Patricia Pizot

COST LIMIT : \$ 125

ORDER DATE : December 7, 1999

ORDER TIME : 12:12 PM

ORDER NO. : 506183-025 000003063880--3

CUSTOMER NO: 4329479

CUSTOMER: Wendy Anderson, Legal Asst
BAKER & HOSTETLER
BAKER & HOSTETLER
200 South Orange Avenue
Suntrust Center Suite 2300
Orlando, FL 32802-0112

DOMESTIC FILING

NAME: MARESIAS, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

FILED
99 DEC -7 PM 5:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA
12/8

Articles of Organization

of

MARESIAS, LLC

ARTICLE I

Name and Duration

The name of this Limited Liability Company is MARESIAS, 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

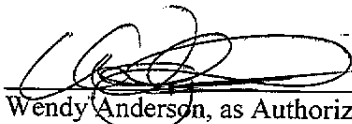
The mailing address and street address of the principal office of the Company is 417 Water Street, Celebration, Florida 34747, or such other place as the Members of the Company may determine from time to time.

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 Wendy Anderson, Esquire.

DATED as of the 3rd day of December, 1999.


Wendy Anderson, as Authorized Representative

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 3rd day of December, 1999, by

Wendy Anderson, as authorized representative of the Company. She is personally known to me or has
produced _____ as identification.

(NOTARY SEAL)

Jacqueline Lachance
(Notary Signature)

(Notary Name Printed)
NOTARY PUBLIC



Jacqueline Lachance
MY COMMISSION # CC660801 EXPIRES
September 25, 2001
BONDED THRU TROY FAIR INSURANCE, INC

FILED
99 DEC -7 PM 5:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

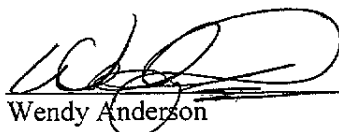
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statute Section 608.415, MARESIAS, 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 MARESIAS, LLC.
2. The name and address of the registered agent and office is: Wendy Anderson, Esquire, 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, 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 her duties, and is familiar with and accepts the obligations of the position as registered agent.

Dated: December 3, 1999


Wendy Anderson

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