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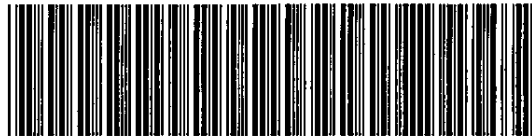
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

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[Signature]

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October 18, 2006

Via Federal Express

Florida Secretary of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: IMI Resort Properties, Inc.
IMI Resort Properties, LLC

Dear Sir or Madam:

Please find enclosed the following which I would appreciate your filing in your office immediately upon receipt:

1. Withdrawal Application for IMI Resort Properties, Inc.
2. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida for IMI Resort Properties, LLC.
3. Certificate of Existence for IMI Resort properties, LLC issued by the South Carolina Secretary of State on October 11, 2006.
4. Two of our firm's checks issued to cover the fees for these filings.

Also enclosed is a postage-paid envelope for your use in returning the filed documents directly to me. If you have any questions regarding the enclosed materials, please let me know. Thank you.

Sincerely,



Lee Owens

Paralegal

LEATHERWOOD WALKER TODD & MANN, P.C.

/lo/1053959

Enclosures

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TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: IMI Resort Properties, LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

Lee Owens
(Name of Person)

Leatherwood Walker Todd & Mann, P.C.
(Firm/Company)

300 E. McBee Avenue, Suite 500
(Address)

Greenville Greenville SC 29601
(City/State and Zip Code)

For further information concerning this matter, please call:

Lee Owens at (864) 240-2499
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☒ \$160.00 Filing Fee, Certificate of Status & Certified Copy

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TALLAHASSEE, FLORIDA

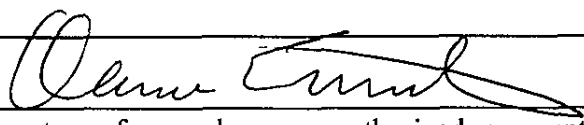
**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA:

1. IMI Resort Properties, LLC
(Name of Foreign Limited Liability Company)
2. South Carolina
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 20-4365428
(FEI number, if applicable)
4. 3/23/00 (conversion from Inc. 7/20/05)
(Date of Organization)
5. perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. December 10, 2002
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 300 E. McBee Avenue, Suite 200
Greenville, SC 29601
(Street Address of Principal Office)
8. If limited liability company is a manager-managed company, check here ☒
9. The name and usual business addresses of the managing members or managers are as follows:
- Dan R. Collins; 300 E. McBee Ave, Suite 200, Greenville, SC 29601
- John M. Collins; 300 E. McBee Avenue, Suite 200, Greenville, SC 29601
- Ronald W. Rasmussen; 300 E. McBee Avenue, Suite 200, Greenville, SC 29601

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: marketing of resort
properties



Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Darrell E. Whitaker, Chief Financial Officer & Authorized Representative

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

IMI Resort Properties, LLC

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

CT Corporation System

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Plantation

FL 33324

City/State/Zip

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 as provided for in Chapter 608, Florida Statutes.

Dale W. Morris

(Signature)

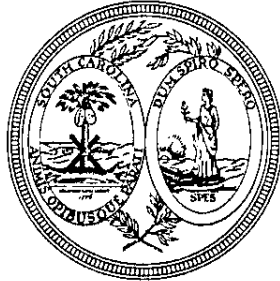
DALE W. MORRIS

ASSISTANT VICE PRESIDENT

\$ 100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (optional)
\$ 5.00	Certificate of Status (optional)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The State of South Carolina



Office of Secretary of State Mark Hammond

Certificate of Existence

I, Mark Hammond, Secretary of State of South Carolina Hereby certify that:

IMI RESORT PROPERTIES, LLC, A Limited Liability Company duly organized under the laws of the State of South Carolina on July 20th, 2005, with a duration that is at will, has as of this date filed all reports due this office, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the company that it is subject to being dissolved by administrative action pursuant to section 33-44-809 of the South Carolina Code, and that the company has not filed articles of termination as of the date hereof.

Given under my Hand and the Great
Seal of the State of South Carolina this
11th day of October, 2006.


Mark Hammond, Secretary of State