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November 13, 1998

VIA AIRBORNE EXPRESS MAIL

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

Re: Lake Tahoe Resort Partners, LLC

Dear Sir/Madam:

Enclosed for filing please find the following:

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****372.50 ****372.50

Application By Foreign Limited Liability Company For Authorization to Transact Business in Florida, along with a certified copy of the Certificate of Status from the Secretary of State of California;

Affidavit of Membership and Contributions of Foreign Limited Liability Company; and

Certificate of Designation of Registered Agent/Registered Office.

I have enclosed Check No.1001288 , in the amount of \$372.50, to cover the cost of the filing fees. Please mail a certified copy of the Authorization to me at the address listed below.

Thank you for your attention and cooperation regarding this matter. If you have any questions, please do not hesitate to contact me.

Sincerely,

Isette J. Brendza, CLA
Certified Legal Assistant
Corporate Legal Dept.

Name	4/23/98
Availability	dec
Document Examiner	DCC
Updater	
Updater Verifier	
Acknowledgement	DCC
Enclosures	
W. P. Verifier	DCC

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E. TAX	
FILING	285.00
R. AGENT FEE	
C. COPY	87.50
TOTAL	
N. BANK	
BALANCE DUE	
REFUND	

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. Lake Tahoe Resort Partners, LLC, a California limited liability company
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)

2. California
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 95-4569152
(FEI number, if applicable)

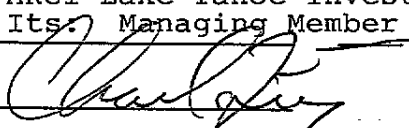
4. 3/1/96
(Date of Organization)

5. 12/31/2065
(Duration: Year limited liability company will cease to exist or "perpetual")

6. Upon authorization to do business in the state of Florida
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 1781 Park Center Drive, Orlando, FL 32835
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
By: AKGI Lake Tahoe Investments, Inc., a California corporation Its: Managing Member			
By: 			
Charles C. Frey,	Vice-President and Treasurer		
		5933 West Century Blvd., Suite 210	
		Los Angeles, CA 90045	

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Lake Tahoe Resort
Partners, LLC, A California limited liability company certifies:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$2,000.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-;
(A description of the property is attached and made a part hereto.)
and
- 4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is \$2,000.00.
(This total includes amounts from 2 and 3 above.)

By: AKGI Lake Tahoe Investments, Inc., a California corporation
Its: Managing Member

By: 

Signature of a member or an authorized representative of a member.

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

Charles C. Frey, Its Vice-President and Treasurer

Typed or printed name of signee

Filing Fee: \$250.00 for Application and Affidavit

**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:

Lake Tahoe Resort Partners, LLC, A California limited liability company

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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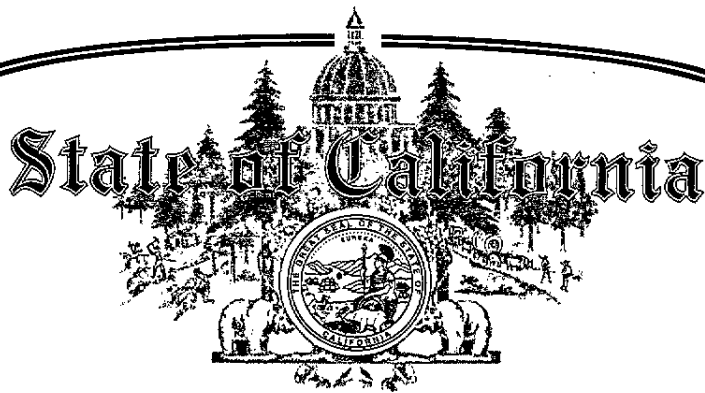
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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.

Barbara A. Burke

(Signature)

**BARBARA A. BURKE
SPECIAL ASSISTANT SECRETARY**

Filing Fee: \$ 35 for Designation of Registered Agent



SECRETARY OF STATE

**CERTIFICATE OF STATUS
CALIFORNIA LIMITED LIABILITY COMPANY**

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 1st day of March, 1996, LAKE TAHOE RESORT PARTNERS LLC, became recognized under the laws of the State of California by filing its Articles of Organization in this office; and

That no record exists in this office of a certificate of cancellation of said limited liability company nor of a court declaring cancellation thereof; and

That according to the records of this office, the said limited liability company is authorized to exercise all its powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition of this limited liability company.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this
5th day of November, 1998.



Bill Jones
BILL JONES
Secretary of State