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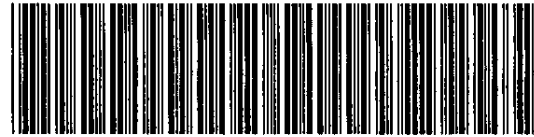
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13 FEB - 7 PM 3:27
SECRETARY OF STATE
HARRISBURG, PENNSYLVANIA

THIRD AMENDMENT
to the
LIMITED LIABILITY LIMITED PARTNERSHIP AGREEMENT
of
VIRGIN GORDA PROPERTIES, LLLP

FILED
13 FEB -7 PM 3:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THIS THIRD AMENDMENT TO THE LIMITED LIABILITY LIMITED PARTNERSHIP AGREEMENT OF VIRGIN GORDA PROPERTIES, LLLP, a Florida limited liability limited partnership (the "Partnership"), shall be effective as of the 12 day of July, 2012, by and among the Partnership and the Partners of the Partnership.

WHEREAS, on November 27, 2002, the Partners of the Partnership, Frederick B. Sontag and Susan T. Sontag, as co-Trustees of the Frederick B. Sontag Revocable Trust, and Frederick B. Sontag and Susan T. Sontag, as co-Trustees of the Susan T. Sontag Revocable Trust, entered into the Limited Liability Limited Partnership Agreement of Virgin Gorda Properties, LLLP (the "Partnership Agreement");

WHEREAS, the Partners previously amended the Partnership Agreement by a First Amendment, dated August 19, 2010;

WHEREAS, the Partners further amended the Partnership Agreement by a Second Amendment, effective as of January 1, 2012;

WHEREAS, effective as of even date herewith, Frederick B. Sontag and Susan T. Sontag, as co-Trustees of the Frederick B. Sontag Revocable Trust, transferred interests in the Partnership that such parties reasonably believe in good faith constitute a 1/6 general partnership interest (or 0.33% percentage interest) in the Partnership and a 1/6 limited partnership interest (or 16.33% percentage interest) in the Partnership to Daniel M. Ryan, as Trustee of the Frederick T. Sontag Trust;

WHEREAS, effective as of even date herewith, Frederick B. Sontag and Susan T. Sontag, as co-Trustees of the Susan T. Sontag Revocable Trust, transferred interests in the Partnership that such parties reasonably believe in good faith constitute a 1/6 general partnership interest (or 0.33% percentage interest) in the Partnership and a 1/6 limited partnership interest (or 16.33% percentage interest) in the Partnership to Daniel M. Ryan, as Trustee of the Frederick T. Sontag Trust;

WHEREAS, effective as of even date herewith, Frederick B. Sontag and Susan T. Sontag, as co-Trustees of the Frederick B. Sontag Revocable Trust, transferred interests in the Partnership that such parties reasonably believe in good faith constitute a 1/6 general partnership interest (or 0.33% percentage interest) in the Partnership and a 1/6 limited partnership interest (or 16.33% percentage interest) in the Partnership to Daniel M. Ryan, as Trustee of the Cindy L. Hudgins Trust;

WHEREAS, effective as of even date herewith, Frederick B. Sontag and Susan T. Sontag, as co-Trustees of the Susan T. Sontag Revocable Trust, transferred interests in the Partnership that such parties reasonably believe in good faith constitute a 1/6 general partnership

interest (or 0.33% percentage interest) in the Partnership and a 1/6 limited partnership interest (or 16.33% percentage interest) in the Partnership to Daniel M. Ryan, as Trustee of the Cindy L. Hudgins Trust;

WHEREAS, effective as of even date herewith, Frederick B. Sontag and Susan T. Sontag, as co-Trustees of the Frederick B. Sontag Revocable Trust, transferred interests in the Partnership that such parties reasonably believe in good faith constitute a 1/6 general partnership interest (or 0.33% percentage interest) in the Partnership and a 1/6 limited partnership interest (or 16.33% percentage interest) in the Partnership to Daniel M. Ryan, as Trustee of the Julie A. Sontag Trust;

WHEREAS, effective as of even date herewith, Frederick B. Sontag and Susan T. Sontag, as co-Trustees of the Susan T. Sontag Revocable Trust, transferred interests in the Partnership that such parties reasonably believe in good faith constitute a 1/6 general partnership interest (or 0.33% percentage interest) in the Partnership and a 1/6 limited partnership interest (or 16.33% percentage interest) in the Partnership to Daniel M. Ryan, as Trustee of the Julie A. Sontag Trust;

WHEREAS, effective as of even date herewith, the Partners desire to amend EXHIBIT A of the Partnership Agreement.

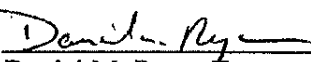
NOW, THEREFORE, the Partners agree as follows:

1. EXHIBIT A of the Partnership Agreement is amended and restated to read as the attached EXHIBIT A.
2. Except as provided herein, all provisions in the Partnership Agreement shall remain in full force and effect.

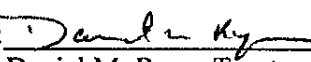
IN WITNESS WHEREOF, the undersigned have executed this Third Amendment to Partnership Agreement effective as of the day and year written above.

PARTNERS:

THE FREDERICK T. SONTAG TRUST

By: 
Daniel M. Ryan, Trustee

THE CINDY L. HUDGINS TRUST

By: 
Daniel M. Ryan, Trustee

THE JULIE A. SONTAG TRUST

By: 
Daniel M. Ryan, Trustee

EXHIBIT "A"

VIRGIN GORDA PROPERTIES, LLLP

GENERAL PARTNERS

<u>Name</u>	<u>GP Percentage Interest</u>	<u>Percentage Interest</u>
The Frederick T. Sontag Trust	33.33%	0.66%
The Cindy L. Hudgins Trust	33.33%	0.66%
The Julie A. Sontag Trust	33.33%	0.66%

816 A+A North, Suite 201
Ponte Vedra Beach, FL 32082

LIMITED PARTNERS

<u>Name</u>	<u>LP Percentage Interest</u>	<u>Percentage Interest</u>
The Frederick T. Sontag Trust	33.33%	32.66%
The Cindy L. Hudgins Trust	33.33%	32.66%
The Julie A. Sontag Trust	33.33%	32.66%