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MONTGOMERY ALABAMA

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

FILED  
13 FEB -7 PM 3:12  
SECRETARY OF STATE  
TALLahassee, FL 32309

THIS SECOND 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 1st day of January, 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"); and

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

WHEREAS, effective as of even date herewith, the Partners desire to further amend EXHIBIT A of the Partnership Agreement to reflect the tax-free conversion of certain general partnership interests in the Partnership to limited partnership interests.

NOW, THEREFORE, the Partners agree as follows:

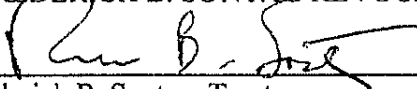
1. EXHIBIT A of the Partnership Agreement is amended and restated to read as the attached EXHIBIT A.
2. Except as provided herein, all provisions in the Partnership Agreement shall remain in full force and effect.

*Remainder of Page Intentionally Blank – Signature Page Follows*

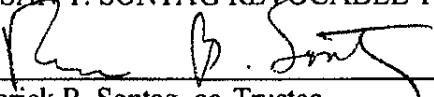
IN WITNESS WHEREOF, the undersigned have executed this Second Amendment to Partnership Agreement effective as of the day and year written above.

PARTNERS:

THE FREDERICK B. SONTAG-REVOCABLE TRUST

By:   
Frederick B. Sontag, Trustee

THE SUSAN T. SONTAG REVOCABLE TRUST

By:   
Frederick B. Sontag, co-Trustee

**EXHIBIT "A"**

**VIRGIN GORDA PROPERTIES, LLLP**

**PARTNERS AND INITIAL GROSS ASSET VALUE OF  
INITIAL CAPITAL CONTRIBUTIONS**

**GENERAL PARTNERS**

| <u>Name and Address</u>   | <u>Form of Initial<br/>Capital Contributions</u>                         | <u>GP Initial Gross<br/>Asset Value</u> | <u>GP Percentage<br/>Interest</u> | <u>Percentage<br/>Interest</u> |
|---|--|---|-----------------------------------|--------------------------------|
| The Frederick B. Sontag<br>Revocable Trust<br>818 North A1A, Suite 204<br>Ponte Vedra Beach, FL 32082 | 1% undivided interest in<br>the real estate identified on<br>Exhibit "B" | \$25,000                                | 50%                               | 1%                             |
| The Susan T. Sontag<br>Revocable Trust<br>818 North A1A, Suite 204<br>Ponte Vedra Beach, FL 32082     | 1% undivided interest in<br>the real estate identified on<br>Exhibit "B" | \$25,000                                | 50%                               | 1%                             |

**LIMITED PARTNERS**

| <u>Name and Address</u>   | <u>Form of Initial<br/>Capital Contributions</u>                          | <u>LP Initial Gross<br/>Asset Value</u> | <u>LP Percentage<br/>Interest</u> | <u>Percentage<br/>Interest</u> |
|---|---|---|-----------------------------------|--------------------------------|
| The Frederick B. Sontag<br>Revocable Trust<br>818 North A1A, Suite 204<br>Ponte Vedra Beach, FL 32082 | 49% undivided interest in<br>the real estate identified on<br>Exhibit "B" | \$1,225,000                             | 50%                               | 49%                            |
| The Susan T. Sontag<br>Revocable Trust<br>818 North A1A, Suite 204<br>Ponte Vedra Beach, FL 32082     | 49% undivided interest in<br>the real estate identified on<br>Exhibit "B" | \$1,225,000                             | 50%                               | 49%                            |

**EXHIBIT "B"**

Residence legally described as Virgin Gorda South Registration Section, Block 4738B, Parcels 39 and 40.