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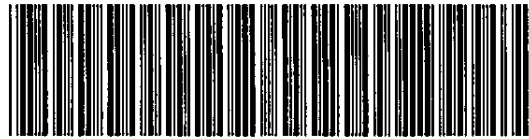
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13 FEB - 7 PM 3:12
SECRETARY OF STATE
MONTGOMERY

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

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:

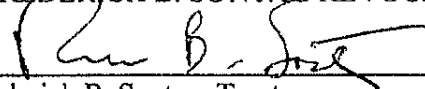
1. EXHIBIT A of the Partnership Agreement is amended and restated to read as the attached EXHIBIT A.
2. Except as provided herein, all provisions in the Partnership Agreement shall remain in full force and effect.

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

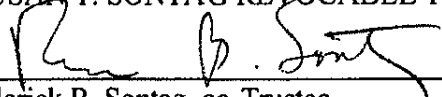
By: 
Frederick B. Sontag, co-Trustee

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

LIMITED PARTNERS

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

EXHIBIT "B"

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