

L9900000 2920

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LIMITED LIABILITY AMENDMENT

MARIPOSA BEACH CLUB, L.L.C.

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AMENDED AND RESTATED ARTICLES OF ORGANIZATION**OF****SERENATA BEACH CLUB, L.L.C. (F/K/A MARIPOSA BEACH CLUB, L.L.C.)**

Serenata Beach Club, L.L.C. (formerly known as "Mariposa Beach Club, L.L.C."), a Florida limited liability company (the "Company"), pursuant to Section 608.411 of the Florida Statutes, does hereby file these Amended and Restated Articles of Organization:

1. On May 20, 1999, Articles of Organization for the Company (the "Articles of Organization") were filed under the name "Mariposa Beach Club, L.L.C." with the Florida Secretary of State. The Company was assigned document number L99000002920.
2. The Articles of Organization are hereby amended and restated in their entirety to read as follows:

"Pursuant to the Florida Limited Liability Company Act, Chap. 608 of the Florida Statutes (1995), as amended from time to time (the "Act"), the following are adopted as the Articles of Organization of the limited liability company organized hereby:

**ARTICLE I
NAME**

The name of this limited liability company (the "Company") shall be Serenata Beach Club, L.L.C.

**ARTICLE II
ADDRESS**

The mailing address and the street address of the principal office of this Company shall be 1548 The Greens Way, Suite 4, Jacksonville Beach, Florida 32250.

**ARTICLE III
REGISTERED AGENT**

The registered office of this Company shall be 1548 The Greens Way, Suite 4, Jacksonville Beach, Florida 32250, and its registered agent at such office shall be Paul Z. Fletcher.

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ARTICLE IV
MANAGEMENT OF THE COMPANY

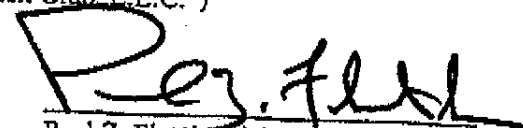
This Company will be managed by its members in accordance with and subject to the requirements of the Act and the operating agreement of this Company."

3. These Amended and Restated Articles of Organization have been approved and adopted by all members of the Company, have been duly executed, and are being filed in accordance with Section 608.411 of the Florida Statutes.

The undersigned, being the managing member of the Company, has executed these Amended and Restated Articles of Organization on March 23, 2000.

FLETCHER GROUP II, L.L.C., a
Florida limited liability company,
as Managing Member of Serenata
Beach Club, L.L.C. (f/k/a "Mariposa
Beach Club, L.L.C.")

By:


Paul Z. Fletcher, Managing Member

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