

Division of Corporations

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Florida Department of State

Division of Corporations

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TALLAHASSEE, FLORIDA

01 NOV 19

Shirley Costa

101-3349

LIMITED LIABILITY AMENDMENT**CORAL BEACH CLUB COMPANY, L.L.C.**

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AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
CORAL BEACH CLUB COMPANY, LLC

We hereby duly execute these Amended and Restated Articles of Organization of Coral Beach Club Company, LLC (the "Restatement"), which amend and restate the Articles of Organization of Coral Beach Club Company, LLC, filed effective as of August 30, 1999, in accordance with Section 608.411, Florida Statutes.

ARTICLE I
NAME

The name of the limited liability company is "Coral Beach Club Company, LLC".

ARTICLE II
MAILING ADDRESS AND STREET ADDRESS

The mailing address and the street address of the principal office of the limited liability company is 1400 Gulf Shore Boulevard North, Suite 200, Naples, Florida 34102.

ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the limited liability company's registered office in Florida is 1400 Gulf Shore Boulevard, Suite 200, Naples, Florida, 34102, and the name of its registered agent is John E. Ayres, Jr.

ARTICLE IV
MANAGEMENT

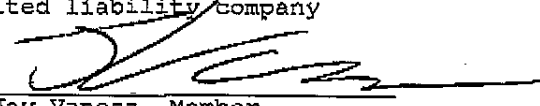
The business and affairs of the limited liability company shall be manager-managed by no less than three (3) managers, except as otherwise provided in the written operating agreement of the limited liability company.

IN WITNESS THEREOF, the undersigned have executed these Amended and Restated Articles of Organization this 15 day of November, 2001.

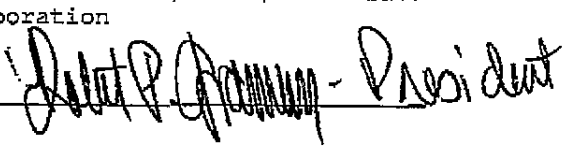
CORAL BEACH HOTELS & RESORTS, INC.,
a Florida corporation

By: 
John E. Ayres, Jr., President
Member

GOLF INNS NAPLES, L.C., a Florida
limited liability company

By: 
Jay Vanesa, Member
Member

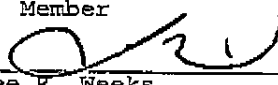
RPG ENTERPRISES, INC., a Florida
corporation

By:  - President

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TALLAHASSEE, FLORIDA

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Robert P. Grammen, President
Member

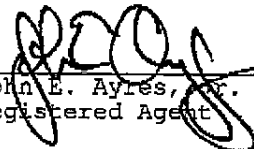


Lee R. Weeks
Member

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Coral Beach Club Company, LLC, the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent.

Executed this 6 day of November 2001.



John E. Ayres, Jr.
Registered Agent

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