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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

March 11, 1999

ATTORNEYS' TITLE

TALLAHASSEE, FL

SUBJECT: RESORT DEVELOPMENT OF NAPLES CAY, INC.

Ref. Number: P94000056112

We have received your document for RESORT DEVELOPMENT OF NAPLES CAY, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

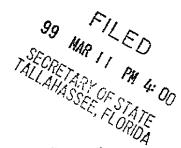
Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown Corporate Specialist

Letter Number: 299A00011583

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF RESORT DEVELOPMENT OF NAPLES CAY, INC.



Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Corporation adopts the following articles of amendment to its articles of incorporation:

- 1. The name of the Corporation is RESORT DEVELOPMENT OF NAPLES CAY, INC.
- 2. Article I of the Articles of Incorporation is hereby revoked and the following Article I is inserted in lieu thereof:

"ARTICLE I.

The name of the Corporation is RESORT DEVELOPMENT OF DESTIN, INC."

- 3. The foregoing amendment was adopted at a special meeting of the Corporation held on the day of MRCH, 1999.
- 4. The amendment was adopted by the unanimous vote of all the shareholders of the Corporation, and thus sufficient for approval.

(Corporate Seal)
RESORT DEVELOPMENT OF
NAPLES CAY, INC.

Thomas R. Becnel,

President

Attest:

Carla Becnel Secretary