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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
SUN AND SURF COLONY, INC.**

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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Amend.

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3-1-11 *DC*

**AMENDMENT
TO
RESTATED ARTICLES OF INCORPORATION
OF
SUN AND SURF COLONY, INC.**

The undersigned, as President of Sun and Surf Colony, Inc., and the undersigned as Secretary of Sun and Surf Colony, Inc., a Florida corporation, hereby certifies the adoption of the following amendment to the Restated Articles of Incorporation of Sun and Surf Colony, Inc.

ARTICLE III

CAPITAL STOCK

The authorized capital stock of this corporation shall be forty-eight (48) shares of common stock, without par value and shall be held by the stockholder members of said corporation.

ARTICLE VIII

DURATION

Consistent with revised Article III, upon dissolution, that portion of the corporation's properties remaining will be divided into forty-eight (48) parts and distributed equally between the stockholders.

ARTICLE XI

REGISTERED AGENT AND REGISTERED OFFICE

The registered agent and the registered office for the corporation are as follows:

| | |
|--------------------|---|
| Registered Agent: | J. Kevin Drake, Esq. J. Kevin Drake, P.A. 1432 First Street Sarasota, Florida 34236 |
| Registered Office: | Sun and Surf Colony, Inc. c/o J. Kevin Drake, P.A. 1432 First Street Sarasota, Florida 34236 |

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ARTICLE XII

SALE OF REAL ESTATE

In order for the corporation to sell and convey any or all of its real estate, it is necessary for two-thirds (2/3rds) of the shareholders to vote in favor of the sale of said real estate.

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CERTIFICATE OF AUTHORIZATION

Pursuant to the provisions of Section 607.1007, Florida Statutes, the Sun and Surf Colony, Inc., adopted the above amendments during the annual meetings of the stockholders held on March 1, 2004, and on February 23, 2011.

Signed this 23rd day of February, 2011.

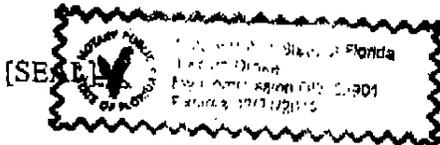
By: Jerry Hilmes
Jerry Hilmes
President

ATTEST:

Bill Grubb
Bill Grubb
Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

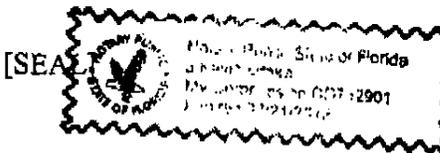
The foregoing instrument was acknowledged before me, the undersigned notary, this 23rd day of February, 2011, by Jerry Hilmes, as President of Sun and Surf Colony, Inc., who is personally known to me or who produced _____ as identification.



Notary Public J. Kevin Drake
Print Name: J. KEVIN DRAKE
My commission expires: _____

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me, the undersigned notary, this 23rd day of February, 2011, by Bill Grubb, as Secretary of Sun and Surf Colony, Inc., who is personally known to me or who produced _____ as identification.



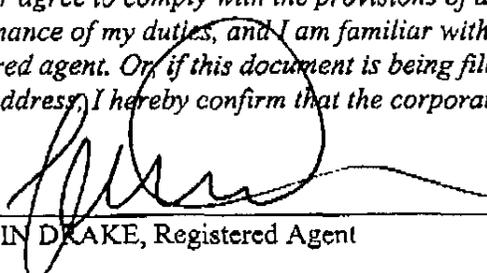
Notary Public J. Kevin Drake
Print Name: J. KEVIN DRAKE
My commission expires: _____

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ACCEPTANCE:

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.



J. KEVIN DRAKE, Registered Agent

2-23-2011
Date

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