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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
ISLAND ONE RESORTS MANAGEMENT CORPORATION**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
ISLAND ONE RESORTS MANAGEMENT CORPORATION**

Island One Resorts Management Corporation (the "Corporation"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act of the State of Florida, hereby adopts this Certificate of Amendment to its Articles of Incorporation (the "Articles"), which amends the Articles as described below, and does hereby certify that:

*First.* The Articles of the Corporation are hereby amended and restated their entirety as follows:

Article I. The name of the Corporation is Island One Resorts Management Corporation (the "Corporation").

Article II. The address of the registered office of the Corporation in the State of Florida is 8680 Commodity Circle, Suite 101, Orlando, Florida 32819. The name of its registered agent at such address is Stephen D. Korshak.

Article III. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Florida Statutes of the State of Florida as it now exists or may hereafter be amended and supplemented (the "Florida Statutes").

Article IV. The total number of shares of stock which the Corporation is authorized to issue is five million (5,000,000) shares of Common Stock, par value \$0.01 per share.

Article V. The duration of the Corporation shall be perpetual commencing on the date of the filing of these Articles with the Department of State.

Article VI. The number of directors shall be set forth in the bylaws of the Corporation (the "Bylaws"), and may be increased or decreased from time to time by a resolution adopted by the board of directors of the Corporation (the "Board"). Directors shall be elected by the stockholders of the Corporation pursuant to and in accordance with this Certificate of Incorporation and the Bylaws. Election of directors need not be by written ballot unless the Bylaws shall so provide. Any director may be removed from office, with or without cause, in accordance with the Bylaws.

Article VII. Pursuant to Section 607.0804 of the Florida Statutes and as set forth in the Bylaws, the holders of the majority of the Common Stock shall have the right to elect one or more directors (the "Designated Directors") who shall serve for such term and have such voting powers as are stated in the Bylaws. The terms of office and voting powers of the Designated Directors elected in the manner provided in the Bylaws may be greater than or less than those of any other director or class of directors. If the Bylaws provide that directors elected by the holders of a voting group shall have more or less than one vote per director on any matter,

every reference in these Articles or the Bylaws to an act to a majority or other proportion of directors shall refer to a majority or other proportion of the votes of such directors.

Article VIII. Action may be taken by the stockholders of the Corporation, without a meeting, by written consent as and to the extent provided at the time by the Florida Statutes. Meetings of stockholders may be held within or without the State of Florida, as the Bylaws may provide. The books of the Corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the Board or in the Bylaws.

Article IX. No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Statutes as then in effect. No repeal or modification of this Article IX shall adversely affect any right or protection of a director of the Corporation in respect of any act or omission occurring prior to such repeal or modification.

Article X. The Corporation shall, to the fullest extent permitted or required by Section 607.0850 of the Florida Statutes, indemnify any and all persons to whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person; provided, however, that the Corporation may limit the extent of such indemnification by individual contracts with its directors and executive officers. The indemnification provided in this Article X shall not be deemed exclusive of any other rights to which those persons who may be entitled to indemnification hereunder are entitled to indemnification under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise. No repeal or modification of this Article X shall adversely affect any right or protection existing hereunder immediately prior to such repeal or modification.

Article XI. Notwithstanding anything herein to the contrary, the Corporation shall not issue any class of non-voting equity securities unless and solely to the extent permitted by section 1123(a)(6) of the United States Bankruptcy Code (the "Bankruptcy Code"); provided, however, that this Article XI will have no further force and effect beyond that required under section 1123(a)(6) of the Bankruptcy Code; (b) will have such force and effect, if any, only for so long as section 1123(a)(6) of the Bankruptcy Code is in effect and applicable to the Corporation; and (c) in all events may be amended or eliminated in accordance with applicable law from time to time in effect.

Article XII. In furtherance and not in limitation of the rights, powers, privileges and discretionary authority granted or conferred by the Florida Statutes or other statutes or laws of the State of Florida, the Board is expressly authorized to make, alter, amend or repeal the Bylaws, without any action on the part of the stockholders, but the stockholders may make additional Bylaws and may alter, amend or repeal any Bylaws whether adopted by them or otherwise.

**Article XIII.** The Corporation reserves the right to amend this Certificate of Incorporation, and to change or repeal any provision of this Certificate of Incorporation, in the manner prescribed at the time by statute (provided, however, that any such amendment, change or repeal must be first approved by the Board), and all rights conferred upon stockholders in this Certificate of Incorporation are granted subject to this reservation.


**Second.** The foregoing amendment was duly adopted in accordance with the provisions of Section 607.1008 of the Florida Business Corporation Act of the State of Florida.

**Third.** Provision for the making of this Certificate of Amendment is contained in the Order Confirming Amended Joint Plan of Reorganization, In re: Island One, Inc., *et al.*, Case No. 6:10-bk-16177-KSJ, Chapter 11, Jointly Administered with Case Nos. 6:10-bk-16179-KSJ; 6:10-bk-16180-KSJ; 6:10-bk-16182-KSJ; 6:10-bk-16183-KSJ; and 6:10-bk-16189-KSJ, by the United States Bankruptcy Court for the Middle District of Florida, Orlando Division, dated May 26, 2011, which court has jurisdiction over the bankruptcy proceedings of the Corporation and certain of its affiliates.

[Signature page follows]

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed this  
27<sup>th</sup> day of May, 2011.

**ISLAND ONE RESORTS MANAGEMENT  
CORPORATION**

By:   
Name: Deborah L. Linden  
Title: Chief Executive Officer