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July 10, 2000

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: Amendment to Articles of Organization

To Whom It May Concern:

Enclosed please find the original and one (1) copy of the Amendment to the Articles of Organization for America Outdoors Resorts, L.L.C., and a check in the amount of \$25.00 representing the filing fee.

Upon receipt, please forward the date stamped copy directly to our office via the self-addressed stamped envelope provided for your convenience.

If you have any questions, please feel free to contact me at the above address and telephone number.

Very truly yours,

KOHL & SPOTTS, P.L.C.



Maria N. Lecanu, Paralegal

Enclosures

FILED  
JUL 13 2000  
TALLAHASSEE, FLORIDA

mtm  
7/17

**CERTIFICATE OF AMENDMENT  
TO THE ARTICLES OF ORGANIZATION  
OF AMERICA OUTDOORS RESORTS, L.L.C.**

THIS IS TO CERTIFY THAT:

**I**

This Certificate amends the Articles of Organization (the "Articles") of America Outdoors Resorts, L.L.C.

**II**

The Articles were filed with the Florida Department of State on March 30, 2000.

**III**

Article VI of the Articles previously provided as follows:

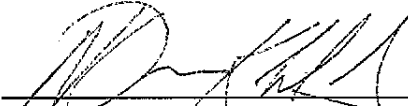
The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manger-managed company.

**IV**

Article VI of the Articles, as amended, provides as follows:

The Limited Liability Company is to be managed by the members and is, therefore, a member-managed company.

IN WITNESS WHEREOF, this Certificate of Amendment has been duly executed and is being filed in accordance with Section 608.411 F.S., this 28<sup>th</sup> day of June, 2000.

  
\_\_\_\_\_  
N. Dean Kohl, Jr., Authorized Person

FILED  
JUN 12 AM 11:09  
CLERK OF THE COURT  
JULY 12 2000

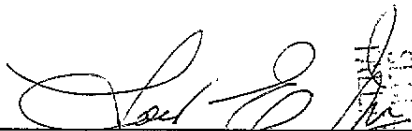
**AMERICA OUTDOORS RESORTS, L. L. C.  
UNANIMOUS CONSENT OF MEMBERS  
TO AMEND ARTICLES OF ORGANIZATION**

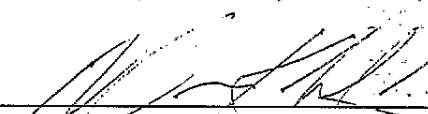
The undersigned, being all of the members of America Outdoors Resorts, L.L.C., a Florida limited liability company (the "Company"), hereby consent to the following amendment to the Articles of Organization to the Company:

The Limited Liability Company is to be managed by one of the members and it, therefore, is a member managed company.

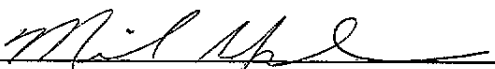
The undersigned hereby designate N. Dean Kohl, Jr., as the authorized person to have prepared and to execute and file a Certificate of Amendment to the Articles of Organization for the purpose of affecting the foregoing amendment.

To evidence our consent we hereby execute this document on this 28<sup>th</sup> day of June, 2000. This document may be executed in counterparts, each of which shall be deemed to be an original, but all of which shall be deemed to be one and the same document, on the date(s) respectively set forth below our signatures and direct N. Dean Kohl, Jr., to place this document among the records of the Company.

  
Louis Sousa, as Trustee, Member

  
N. Dean Kohl, Jr., as Trustee, Member

The Spieles First Family Limited  
Partnership, Member

By:   
Michael Spieles, General Partner