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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. L-5196 50004514155--8
(Corporation Name) (Document #) -08/03/01--01061--002
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- Walk in
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- Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

**CERTIFICATE OF FIRST AMENDMENT
OF
ARTICLES OF ORGANIZATION
OF
RRG MARKETING, L.L.C.**

THIS IS TO CERTIFY THAT:

- FIRST: This Certificate amends the Articles of Organization (the "Articles") of RRG Marketing, L.L.C.,
- SECOND: The Articles were filed with the Florida Department of State on May 1, 2000,
- THIRD: Article IV of the Articles previously provided as follows:

***"Article IV
Management***

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

- FOURTH: Article IV of the Articles is amended to provide as follows:

***"Article IV
Management: Rights, Powers, and Duties***

- 4.1 **Management.** *The Company shall be managed by one or more managers and is therefore, a manager-managed company. In the event the Manager is an entity, the entity shall designate a representative to exercise Manager's rights.*
- 4.2 **Proxies.** *The Manager's responsibilities shall include the power to appoint proxies to vote the interests in other entities in which the Company holds interests, as well as to make and direct investments on behalf of the Company.*
- 4.3 **Liability and Indemnification.**
- 4.3.1 *The Manager shall not be liable, responsible, or accountable, in damages or otherwise, to the Company for any act performed by Manager with respect to Company matters, except for fraud.*
- 4.3.2 *The Company shall indemnify Manager for any act performed by Manager with respect to Company matters, except for fraud."*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

IN WITNESS WHEREOF, this Certificate of Amendment has been duly executed and is being filed in accordance with Section 608.411 F.S., this 3rd day of August, 2001.

Royal Resorts Caribbean, S.A., a Swiss corporation, Sole Member

by: *Norman A. Carpenter*
Norman A. Carpenter,
Authorized Representative
Under Consent dated July 30, 2001.