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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
ISLAND PALMS MANAGER LLC**

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EXAMINER

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ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION OF
ISLAND PALMS MANAGER LLC

ISLAND PALMS MANAGER LLC, a Florida limited liability company (the "Company"), was formed by the filing of Articles of Organization of Island Palms Manager LLC with the Department of State of the State of Florida on June 7, 2001.

Pursuant to the provisions of Chapter 608.411, Florida Statutes, the Company adopts the following Articles of Amendment to Articles of Organization of Island Palms Manager LLC, the effective date of adoption of which shall be the later of (i) the date these Articles of Amendment are filed with the Department of State of the State of Florida or (ii) the date of the consummation of the loan from Wells Fargo Bank, National Association to Destin Land Company LLC in the stated principal amount of \$2,540,000.00:

Article IV of the Articles of Organization is hereby amended to state as follows:

The Company is to be managed by its managing member Clifford D. Rosen with an address of 2665 S. Bayshore Drive, Suite 701, Coconut Grove, Florida 33133.

Article VI of the Articles of Organization is hereby deleted in its entirety.

Except as expressly amended by this Articles of Amendment, the terms, covenants, conditions and restrictions of the Articles of Organization of Island Palms Manager LLC are hereby ratified, remain unchanged and in full force and effect.

The foregoing amendment to the Articles of Organization of Island Palms Manager LLC was adopted by the Company and entered into below by the members of the Company.

Olson Land Partners, LLC

By: 

Richard Olson, Manager


Clifford D. Rosen, Individually

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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