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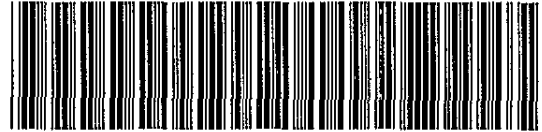
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Law Offices of  
**MATTHEWS & HAWKINS, P.A.**

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DANA C. MATTHEWS  
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November 21, 2003

Florida Dept. of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, Florida 32314

To Whom It May Concern:

Enclosed please find the Articles of Amendment to the Articles of Organization of The Inn at Seacrest Beach, L.L.C., along with a check in the amount of \$25.00 for the filing fee.

Please call me at the above number if you need any further information and send the letter of acknowledgment to the above address. Thank you.

Sincerely,

  
Amanda R. Keener

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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF**

The Inn at Seacrest Beach, L.L.C.

(Present Name)  
(A Florida Limited Liability Company)

**FIRST:** The date of filing of the articles of organization was October 27, 2003.

**SECOND:** The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

Please see attached Resignation signed by former Manager Dana C. Matthews and Company Resolution signed by member and new manager, Seagrove Beach Properties, Inc., by Rita Bottems, its President.

**FILED**  
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CLERK OF DISTRICT COURT  
PALM BEACH, FLORIDA

This instrument prepared by  
MATTHEWS & HAWKINS, P.A.  
4475 Legendary Drive  
Destin, Florida 32541  
(850) 837-3662

### COMPANY RESOLUTION

A meeting of the Manager and Members of The Inn at Seacrest Beach, L.L.C., a Florida limited liability company (hereafter "Company"), was duly held, after notice. Upon proper motion, it is resolved that the resignation of Dana C. Matthews as Manager is hereby accepted. It is further resolved, that Seagrove Beach Properties, Inc., a Florida corporation, is hereby nominated and elected as Manager of Company to serve until such time as its successor is elected and qualified.

The new individual members of Company, effective November 19, 2003, are certified to be listed below.

THIS RESOLUTION was approved by the members at a meeting duly called on the 9th day of November, 2003, intending to bind the Company as recited herein.

#### Members

Seagrove Beach Properties, Inc. 100 Units (100%)  
by Rita Bottoms, its President

Rita Bottoms Date 11-19-03  
Signature

#### THE INN AT SEACREST BEACH, L.L.C.

By: Rita Bottoms  
Manager, Seagrove Beach Properties, Inc., by  
Rita Bottoms, its President

Date: 11-19-03

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TALLAHASSEE, FLORIDA

## RESIGNATION

I, DANA C. MATTHEWS, currently the Manager of THE INN AT SEACREST BEACH, L.L.C., a Florida limited liability company, do hereby submit my resignation. This resignation shall take effect this 19<sup>th</sup> day of November, 2003.

  
DANA C. MATTHEWS

Date: November 19, 2003

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