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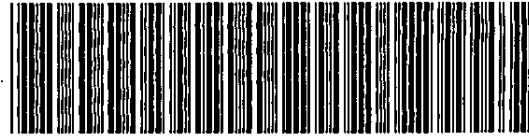
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EXAMINER

DEC 2 2011



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November 29, 2011

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Via Federal Express

Re: Odyssey DP III, LLC – Change of Manager

To Whom It May Concern:

Please find the enclosed Articles of Amendment to the Articles of Organization for Odyssey DP III, LLC, which change the manager from Odyssey Diversified Properties, Inc. to OC DIP, LLC.

Feel free to contact me with any questions.

Sincerely,

A handwritten signature in black ink, appearing to read 'S. Houghton', written over a horizontal line.

Samuel A. Houghton, Sr.

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: Odyssey DP III, LLC
Name of Limited Liability Company

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Samuel A. Houghton, Esq.

Name of Person

Clark, Campbell, Mawhinney & Lancaster, P.A.

Firm/Company

500 South Florida Avenue, Suite 800

Address

Lakeland, Florida 33801

City/State and Zip Code

shoughton@ccmattorneys.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Samuel A. Houghton, Esq.

Name of Person

at (863)

647-5337

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

☐ \$30.00 Filing Fee &
Certificate of Status

☐ \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☐ \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF
ODYSSEY DP III, LLC**

Pursuant to the provisions of Section 608.411, Florida Statutes, ODYSSEY DP III, LLC, a Florida limited liability company (the "LLC"), whose Articles of Organization were filed with the Florida Department of State on April 13, 2004, hereby adopts the following Articles of Amendment to Articles of Organization:

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TALLAHASSEE, FLORIDA

FIRST: The Articles of Organization are hereby amended to replace the manager of the LLC as follows:

The name and address of the Manager/Managing Member is as follows:

Title: MGR
OC DIP, LLC
500 South Florida Avenue, Suite 700
Lakeland, Florida 33801

SECOND: This amendment shall be effective at the time of its filing with the Florida Department of State.

THIRD: This amendment was approved by all of the members of the limited liability company. The number of votes cast for the amendment was sufficient for approval.

Executed effective this 29th day of November, 2011.

Old Manager of the LLC:
Odyssey Diversified Properties,
Inc., a Maryland corporation

By: Robert L. Madden
Robert L. Madden, its President

New Manager of the LLC:
OC DIP, LLC,
a Florida limited liability company

By: Robert L. Madden
Robert L. Madden, its President