

L040000 44177

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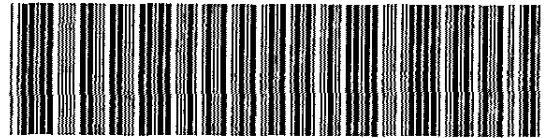
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 778177 81314A
AUTHORIZATION : *Patricia Pigot*
COST LIMIT : \$ 55.00

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ORDER DATE : June 25, 2004

ORDER TIME : 9:50 AM

ORDER NO. : 778177-015

CUSTOMER NO: 81314A

CUSTOMER: Mr. Thomas W. Dvorak
Kohl & Richard, P.a.
2055 South Kanner Highway
Stuart, FL 34994

DOMESTIC AMENDMENT FILING

NAME: SEVEN SEAS EXUMA GI VILLAS 53,
LLC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd -- EXT# 2940
EXAMINER'S INITIALS: _____

**ARTICLES OF AMENDMENT OF
SEVEN SEAS EXUMA GI VILLAS 53, LLC.**

I

Pursuant to the provisions of Florida Statutes, the Articles of Organization of the above named company (the "Company"), filed with the Department of State on June 11, 2004, and Document Number L04000044177, are hereby corrected to read as follows:

II

THE TITLE of the Articles is hereby to read as follows:

**ARTICLES OF AMENDMENT FOR
SEVEN SEAS EXUMA GI VILLAS FIFTY-THREE, LLC**

III

ARTICLE I is hereby amended to read as follows:

The name of the Limited Liability Company is: **Seven Seas Exuma GI Villas Fifty-Three, LLC**

IV

ARTICLE II is hereby amended to read as follows:

**ARTICLE II
ADDRESS**

The principal place of business and mailing address of this Company shall be:

18743 Long Lake Drive
Boca Raton, Florida 33496

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V

ARTICLE IV is hereby amended to read as follows:

ARTICLE I V
MANAGEMENT

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

The names and addresses of the Managers of the Company are:

Paul Adkins
18743 Long Lake Drive
Boca Raton, Florida 33496

Gary Cantor
7 Ocean Harbour Circle
Ocean Ridge, FL 33435

A handwritten signature in black ink, appearing to read 'Thomas W. Dvorak', is written over a horizontal line.

Thomas W. Dvorak,
Authorized Representative