

L04000079511

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Resorts Development Group, 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:

Michael Crosbie

(Name of Person)

American Leisure Holdings Inc.

(Firm/Company)

2460 Sand Lake Road

(Address)

Orlando, FL 32809

(City/State and Zip Code)

For further information concerning this matter, please call:

Linda Smith

(Name of Person)

at (407) 251-2240

(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

RESORTS DEVELOPMENT GROUP, LLC

(Present Name)
(A Florida Limited Liability Company)

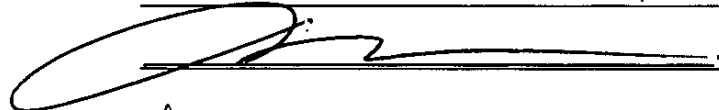
FIRST: The Articles of Organization were filed on November 2, 2004 and assigned document number L04000079511.

SECOND: This amendment is submitted to amend the following:

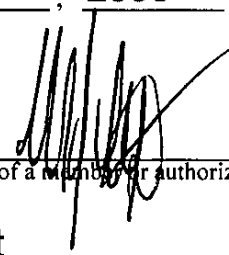
Article IV is hereby amended to remove James Baldrige and reflect Michael Crosbie as the Registered Agent.

Article V is hereby amended to remove Steve Parker and James Baldrige and reflect Malcolm Wright as Managing Member.

I, Michael Crosbie, accept the appointment of Registered Agent
and I am familiar with and accept the obligations of the position.



Dated April 15, 2006


Signature of a member or authorized representative of a member

Malcolm Wright

Typed or printed name of signee

Filing Fee: \$25.00

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TALLAHASSEE, FLORIDA

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**ACTION TAKEN BY UNANIMOUS WRITTEN CONSENT OF THE
MEMBERS RESORTS DEVELOPMENT GROUP, LLC**

Pursuant to the Articles of Organization of Resorts Development Group, LLC, a Florida Limited Liability Company, hereinafter "Company", and Chapter 608 of the Florida Statutes, the undersigned, being all the members of the Company, hereby vote for, consent to, authorize and adopt the following resolutions, with the same force and effect as if the undersigned had been present, in person, at a special meeting of the Company and had voted for the same.

IT IS THEREFORE

RESOLVED, that the resignation of Steve Parker, Managing Member, of the Company is hereby accepted and has been recorded with the Florida Department of State Division of Corporations; and

RESOLVED, that Malcolm Wright is hereby appointed as the new Managing Member of the Company to serve at the pleasure of the Members; and

IN WITNESS WHEREOF, the undersigned, constituting all of the members of the Company of RESORTS DEVELOPMENT GROUP, LLC, having read and approved the above resolutions, hereby consent to the same as of the 15 day of April, 2006.

Malcolm Wright

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
FILED