

LOS 000033397

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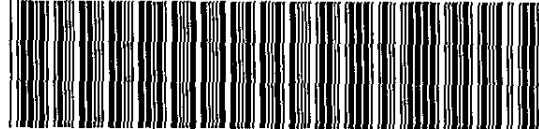
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Runaway Bay Holdings, LLC

File 2nd

Signature _____

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Name _____

Date *7/11*

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Art of Inc. File _____

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Art. of Amend. File *CC*

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Cert. Copy _____

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Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF
RUNAWAY BAY HOLDINGS, LLC**

A Florida Limited Liability Company

The Articles of Organization for Runaway Bay Holdings, LLC (the "Company") were originally filed on April 5, 2005, with the Florida Department of State and assigned document number L04000033397. The Members of the Company desire to amend and restate the Articles of Organization of the Company to read in their entirety as follows:

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF
RUNAWAY BAY HOLDINGS, LLC
(Filed in accordance with 608.411, F.S.)**

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JUL 11 PM 2:54
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TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the limited liability company ("Company") is Runaway Bay Holdings, LLC.

ARTICLE II

MAILING AND STREET ADDRESS

The mailing and street address of the principal office of the Company is 3000 Bonfire Beach Drive, Kissimmee, Florida 34746.

ARTICLE III

REGISTERED AGENT AND OFFICE

The name and street address of the Company's initial registered agent in Florida is Jonathan J. Lichtman, P.A., 120 East Palmetto Park Road, Suite 100, Boca Raton, Florida 33432.

ARTICLE IV

DURATION

The period of duration for the Company is perpetual, beginning on the date these Articles of Organization are filed by the Florida Department of State unless earlier terminated by the unanimous written agreement of all Members.

ARTICLE V

MANAGEMENT

The Company is to be managed by its Manager. The entity that will serve as Manager until the first annual meeting of Members or until its successor is elected and qualified is:

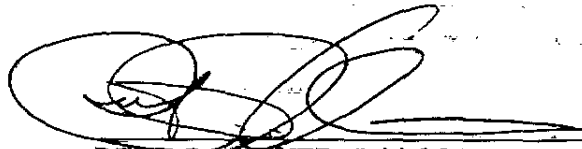
Runaway Beach Club Management, Inc.
3000 Bonfire Beach Drive
Kissimmee, Florida 34746

ARTICLE VI

ADOPTION BY MEMBERS

These Amended and Restated Articles of Organization of the Company were adopted and approved by the Members of the Company.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Organization this 12th day of July, 2005.

A handwritten signature in black ink, appearing to read 'Bert R. Oliver', is written over a horizontal line.

BERT R. OLIVER, Initial Manager and authorized representative of the Members