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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. SAULSBERRY  
EXAMINER

NOV 10 2011

## COVER LETTER

**TO: Registration Section  
Division of Corporations**

**SUBJECT:** Odyssey (II) 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

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TALLAHASSEE, FLORIDA

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

Odyssey (II) DP III, LLC

(Name of the Limited Liability Company as it now appears on our records.)  
(A Florida Limited Liability Company)

The Articles of Organization for this Limited Liability Company were filed on May 31, 2005 and assigned  
Florida document number L05000053590.

This amendment is submitted to amend the following:

**A. If amending name, enter the new name of the limited liability company here:**

The new name must be distinguishable and end with the words "Limited Liability Company," the designation "LLC" or the abbreviation "LLC."

Enter new principal offices address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

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**B. If amending the registered agent and/or registered office address on our records, enter the name of the new registered agent and/or the new registered office address here:**

Name of New Registered Agent:

New Registered Office Address:

*Enter Florida street address*

\_\_\_\_\_, Florida \_\_\_\_\_  
City Zip Code

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.*

\_\_\_\_\_  
If Changing Registered Agent, Signature of New Registered Agent

If amending the Managers or Managing Members on our records, enter the title, name, and address of each Manager or Managing Member being added or removed from our records:

MGR = Manager

MGRM = Managing Member

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
MGR	Odyssey Diversified Properties, Inc.	500 South Florida Avenue Suite 700 Lakeland, Florida 33801	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
MGR	OC DIP, LLC	500 South Florida Avenue Suite 700 Lakeland, Florida 33801	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove
			<input type="checkbox"/> Add <input type="checkbox"/> Remove

D. If amending any other information, enter change(s) here: (Attach additional sheets, if necessary.)

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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TALLAHASSEE, FLORIDA

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Dated November 8, 2011

*Robert L. Madden*

Signature of a member or authorized representative of a member

Robert L. Madden,  
CEO of Odyssey Diversified Properties, Inc., MGR of Odyssey Operating Partnership II, Ltd.

**ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION OF  
ODYSSEY (II) DP III, LLC**

Pursuant to the provisions of Section 608.411, Florida Statutes, ODYSSEY (II) DP III, LLC, a Florida limited liability company (the "LLC"), whose Articles of Organization were filed with the Florida Department of State on May 31, 2005, hereby adopts the following Articles of Amendment to Articles of Organization:

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 8<sup>th</sup> 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

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