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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 7/15/09

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

JUL 23 2009

EXAMINER

COVER LETTER

**TO: Registration Section
Division of Corporations**

**SUBJECT: Bray & Gillespie XVIII, LLC
Name of Limited Liability Company**
EFFECTIVE DATE 7/15/09

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

Please return all correspondence concerning this matter to the following:

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Andrew Keith Daw
Name of Person

Smith Hulse and Busey
Firm/Company

225 Water Street, Suite 1800
Address

Jacksonville, Florida 32202
City/State and Zip Code

skapila@kapilaco.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Andrew Keith Daw at (904) 359-7772
Name of Person 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

EFFECTIVE DATE 7/15/09

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
BRAY & GILLESPIE XVIII, LLC

FILED
09 JUL 14 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being desirous of amending the articles of organization of Bray & Gillespie XVIII, LLC (the "Company") pursuant to Chapter 608, Florida Statutes, hereby certifies as follows:

1. **Petition for Bankruptcy.** On September 12, 2008 (the "Petition Date"), the Company and seventy-eight (78) affiliated entities (the "Debtors") filed voluntary petitions with the United States Bankruptcy Court for the Middle District of Florida, Jacksonville Division (the "Bankruptcy Court"), initiating seventy-nine (79) cases under chapter 11 of the United States Bankruptcy Code.

2. **Plan of Reorganization.** On May 22, 2009, the Debtors filed a Second Amended Joint Plan of Reorganization which, as modified July 10, 2009 (as so modified, the "Plan"), was approved by an Order Confirming Second Amended Joint Plan of Reorganization dated July 15, 2009 (the "Confirmation Order").

3. **Approval of Amendment.** The managing member of the Company has deemed it necessary to amend the articles of organization of the Company to effectuate the Plan and the Confirmation Order, and has approved the amendment to the articles of organization on the terms and conditions hereinafter set forth in accordance with the laws of the State of Florida.

4. **Articles of Organization.** The articles of organization for the Company were filed on the 24th day of July 2001 and assigned Florida document number L05000071207.

5. **New Name of Company.** Pursuant to the Plan and the Confirmation Order, the name of Bray & Gillespie XVIII, LLC, a Florida limited liability company, is amended to be Ocean Waters Super 8, LLC, a Florida limited liability company.

6. **New Principal Address.** The principal office of the Company is amended to be 527 North Atlantic Avenue, Daytona Beach, Florida 32118.


7. **New Registered Agent.** The registered agent of the Company is amended to be Soneet R. Kapila. The registered office address is amended to be 527 North Atlantic Avenue, Daytona Beach, Florida 32118 and it is requested that a copy of any notice be provided the registered agent at 1000 South Federal Highway, Suite 200, Fort Lauderdale, Florida 33316.

8. **Removal of Managing Members.** Charles A Bray, Managing Member, with an address of 600 North Atlantic Avenue, Daytona Beach, Florida 32118 is removed as Managing Member of the Company and Joseph G. Gillespie, Managing Member, with an address of 600 North Atlantic Avenue, Daytona Beach, Florida 32118 is removed as Managing Member of the Company.

9. Addition of Managing Member. Soneet R. Kapila, Authorized Representative of the Company, with address 1000 South Federal Highway, Suite 200, Fort Lauderdale, Florida 33316 is added as Managing Member of the Company.

IN WITNESS WHEREOF, the undersigned has executed the articles of amendment to articles of organization on this 15th day of July 2009, in his capacity as authorized representative of the Company.

By:



SONEET R. KAPILA

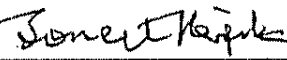
Authorized Representative of Bray &
Gillespie XVIII, LLC

**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, BRAY & GILLESPIE XVIII, LLC, A FLORIDA LIMITED LIABILITY COMPANY, SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is Bray & Gillespie XVIII, LLC.
2. The name and the Florida street address of the registered agent and office are Soneet R. Kapila, 527 North Atlantic Avenue, Daytona Beach, Florida 32118

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

By: 
Soneet R. Kapila
Registered Agent of Bray & Gillespie
XVIII, LLC