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Florida Department of State

Division of Corporations

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TALLAHASSEE, FLORIDA

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN**PORTS AMERICA TAMPA, LLC**

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J. BRYAN

OCT 30 2009

He **EXAMINER**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF ORGANIZATION
OF
PORTS AMERICA TAMPA, LLC

Under Section 608.411 of the Florida Statutes.

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TALLAHASSEE, FLORIDA

FIRST: The name of the limited liability company is Ports America Tampa, LLC (the "Company").

SECOND: The articles of organization were filed with the Secretary of State of the State of Florida on February 22, 2006.

THIRD: The purpose of these articles of amendment of the articles of organization of the Company is to change the management and scope of the business of the Company.

FOURTH: To accomplish the foregoing amendment, Article 4 of the articles of organization is hereby deleted and replaced in its entirety by the following:

ARTICLE 4

MANAGEMENT

1. The management of the affairs of the Company shall be vested in the sole member of the Company, except that the sole member shall annually elect a Board of Directors consisting of 6 members and the following actions shall require a unanimous vote of the Board of Directors, including the Independent Director (defined below):

- (a) file, consent to the filing of, or join in any filing of, a bankruptcy or insolvency petition or otherwise institute insolvency proceedings against the Company or on behalf of the Company for its debts under any federal or state law relating to bankruptcy;
- (b) amend the Articles of Organization; or
- (c) dissolve, liquidate, consolidate, merge, or sell all or substantially all of the Company's assets.

2. The Independent Director is to consider the interests of the Company's creditors in connection with all company actions.

FIFTH: The foregoing articles of amendment of the articles of organization of the Company were authorized by the consent in writing of the sole member of the Company.

SIXTH: The foregoing articles of amendment of the articles of organization of the Company were authorized by the consent in writing of the Board of Directors of the Company.

SEVENTH: The foregoing amendment shall be adopted as of the date and time of the filing of this instrument by and with the Secretary of the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

org articles of amendment of the articles of organization
by the consent in writing of the sole member

IN WITNESS WHEREOF, I have subscribed this document on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined by me and are true and correct.

Ports America Gulfport, Inc., a Louisiana
corporation, as its sole member

By: W. A. Wacker
Name: W. A. WACKER
Title: SECRETARY

Dated: September 14, 2009

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