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ROYAL COUNTY, LLC

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION  
FOR  
ROYAL COUNTY, LLC  
(A Florida Limited Liability Company)**

*The undersigned, for the purpose of amending and restating the Articles of Organization of Royal County, LLC, filed with the Florida Dept. of State on August 18, 2006, and pursuant to the Florida Limited Liability Company Act, Section 608.411 (the "Act"), hereby adopts the following:*

**ARTICLE I  
Name**

The name of this limited liability company is: Royal County, LLC (the "Company").

**ARTICLE II  
Duration**

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

**ARTICLE III  
Principal Address**

The street and mailing address of the principal office of the Company is 250 Royal Palm Way, Suite 300, Palm Beach, Florida, 33480.

**ARTICLE IV  
Nature of Business**

This Company is organized for the purpose of transacting any or all lawful business.


**ARTICLE V  
Registered Agent, Registered Office, & Registered Agent's Signature**

The name and the Florida street address of the registered agent are:

**Leslie Robert Evans & Associates, P.A.  
214 Brazilian Avenue, Suite 200  
Palm Beach, FL 33480**

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*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 I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.*

  
Leslie Robert Evans, Registered Agent

#### ARTICLE VI Management

The Company shall be managed by one Manager in accordance with Section 608.422(3) of the Act. The name and address of the initial manager is:

221 RPW, LLC  
250 Royal Palm Way  
Palm Beach, Florida 33480

The Sole Member may at any time remove the Manager(s) for any reason or for no reason in its sole discretion, and upon such removal, may appoint a successor Manager of the Company. In the event the Sole Manager fails to appoint a successor Manager or Managers following the removal of the Manager(s), the Company shall be managed by its Sole Member.

#### ARTICLE VII Membership Certificates

Each Member's interest in the Company may be evidenced by a membership participation or unit certificate.

#### ARTICLE VIII Indemnification

Pursuant to Section 608.4229 of the Act and the Operating Agreement of the Company, this Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was manager, member, director or officer of this Company, or is or was serving at the request of this Company as a manager, member, director, officer, trustee, employee or agent of or in any other capacity with another

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company, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as a manager, member, officer, director, employee or agent of this Company and such breach constitutes:

(1) a violation of criminal law, unless the manager, member, director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

(2) a transaction from which the manager, member, director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or

(3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a manager, member, director, officer, employee or agent of this Company in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

The indemnification provided by this Article shall continue as to an Indemnified Person who has ceased to be a manager, member, director or officer or employee and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such a person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each Indemnified Person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Limited Liability Company Act or any other applicable laws shall not in any way diminish the rights to indemnification of such Indemnified Person or the obligations of the Company arising hereunder for claims relating to matters occurring prior to the repeal or modification.

#### ARTICLE IX Amendment

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Member is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned authorized representative of the initial member has executed these Articles the 22<sup>nd</sup> day of August, 2006.

**REQUIRED SIGNATURE:**

**MATAPEDIA LIMITED PARTNERSHIP**  
Sole Member

  
Lewis F. Crippen, Authorized representative of  
Sole Member

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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