

Division of Corporations

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Florida Department of State

Division of Corporations

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OCEANS 53, LLC

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**ARTICLES OF AMENDMENT TO
ARTICLES OF ORGANIZATION OF
OCEANS 53, LLC**

Oceans 53, LLC (the "Company"), organized and existing under the laws of the State of Florida, filed on May 17, 2007, hereby certifies as follows:

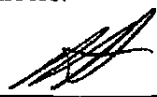
The undersigned, being all of the members of Oceans 53, LLC (the "Company"), in lieu of a special meeting, adopted the following resolution on the 25th day of June 2007 amending the Articles of Organization:

RESOLVED, that Article 6 of the Articles of Organization filed with the Secretary of State of the State of Florida be amended as hereinafter set forth:

6. Management of the Company. The Company shall be managed by a manager or managers and is, therefore, a manager-managed company. The initial Manager of the Company is Brian J. Lulfs, to serve as such until a successor is duly elected and qualified.

WHEREUPON, at Fort Myers, Florida this 25th day of June 27, the undersigned execute this Amendment to the Articles of Organization.

Members:


Philip J. DeStaven, Jr., Member

P & B Holdings, LLC, Member

By: 
Philip J. DeStaven, Jr., Manager

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