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Division of Corporations
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L. SELLERS

From:

Account Name : BAKER & HOSTETLER LLP
Account Number : I19990000077
Phone : (407) 549-4043
Fax Number : (407) 841-0168

MAY - 8 2008

EXAMINER

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN

TEMPUS RESORTS REALTY, LLC

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**ARTICLES OF AMENDMENT TO ARTICLES OF ORGANIZATION
OF
TEMPUS RESORTS REALTY, LLC**

The undersigned, the sole Member of Tempus Resorts Realty, LLC, a Florida limited liability company (the "Company"), desiring to amend the Articles of Organization of the Company pursuant to the terms of Chapter 608, Florida Statutes, the Florida Limited Liability Company Act (the "Act"), states as follows:

1. The name of the Company is Tempus Resorts Realty, LLC.
2. The date of the filing of the original Articles of Organization of the Company was May 2, 2008 (the "Articles of Organization").

3. The Articles of Organization are hereby amended to add Article IV to the Articles of Organization as follows:

The names and addresses of the Managers of the Company are:

Darren Cunningham
7380 Sand Lake Road
Suite 600
Orlando, Florida 32819

Fred Sanstrom
7380 Sand Lake Road
Suite 600
Orlando, Florida 32819

J. Marc Farwell
7380 Sand Lake Road
Suite 600
Orlando, Florida 32819

4. The Company will be manager-managed.
5. The Employer Identification Number of the Company is 59-3535539.

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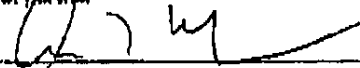
6. This amendment to the Articles of Organization of the Company was approved by the consent of the sole member of the Company as of May 7, 2008.

IN WITNESS WHEREOF, the undersigned has executed this Amendment this 7th day of May, 2008.

TPI Holdings, LLC, a Florida limited liability company

By: Tempus Palms International, Ltd., a Florida
limited partnership, its managing member

By: Tempus Marketing International, LLC, a
Florida limited liability company, its
general partner

By: 

Name: Andrew T. Marcus

Title: VP

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