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T. HAMPTON

FEB 11 2009

EXAMINER

LAW OFFICES
DONLEVY-ROSEN & ROSEN,
PROFESSIONAL ASSOCIATION
2121 Ponce de Leon Blvd., Suite 320
CORAL GABLES, FLORIDA 33134

HOWARD D. ROSEN
PATRICIA DONLEVY-ROSEN
(ALSO ADMITTED IN NEW YORK)

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February 5, 2009

Department of State
Division of Corporations, Attn: Corporate Filings
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Filing of Amended and Restated Articles of Organization


Dear Sir or Madam:

Enclosed for filing please find the Amended and Restated Articles of Organization (having three (3) pages) of Destin Luxury Properties I, LLC., a Florida limited liability company, whose original Articles of Organization were filed June 10, 2008 and assigned Florida document number L08000057199.

Also enclosed is our firm's trust account check in the amount of \$25.00, and a return addressed stamped envelope.

Please contact me at (305) 447-0061, x6, if you have any questions regarding this matter. Your assistance is most appreciated.

Sincerely,



Sam Phillips
Paralegal

SP/ns
Encs.

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION**

OF

DESTIN LUXURY PROPERTIES I, LLC

WHEREAS, the original Articles of Organization for Destin Luxury Properties I, LLC (the "Company"), a Florida limited liability company, were filed on June 10, 2008, and were then assigned Florida document number L08000057199, and;

WHEREAS, the Members of the Company wish to amend and restate the Articles of Organization of the Company to change the Company from a member-managed to a manager-managed limited liability company;

NOW THEREFORE LET IT BE KNOWN that the Members of the Company, pursuant to §608.411, Florida Statutes, do adopt these Amended and Restated Articles of Organization and designate the Company as a manager-managed limited liability company, and;

FURTHER LET IT BE KNOWN that these Amended and Restated Articles of Organization do hereby replace and supersede any prior Articles of Organization or amendments thereto, and;

FURTHER LET IT BE KNOWN that these Amended and Restated Articles of Organization do hereby constitute entirely the Articles of Organization for the Company.

**Article I.
NAME**

The name of the Company is Destin Luxury Properties I, LLC.

**Article II.
ADDRESS**

The mailing and street address of the principal office of the Company is 130 S Geronimo Street, Suite 1, Miramar Beach, Florida 32550.

**Article III.
PURPOSE**

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The purpose for which the Company is organized is any and all lawful business.

**Article IV.
REGISTERED AGENT**

The name and street address of the registered agent for service of process of the Company in the State of Florida are:

Gale Hohnadell
130 S Geronimo Street, Suite 1
Miramar Beach, FL 32550

**Article V.
MANAGER-MANAGED COMPANY**

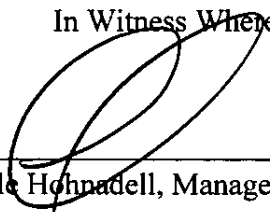
The Company shall be managed by a manager, in accordance with an Operating Agreement to be adopted by the members and managers. All prior managing members shall be removed, and the Company's records updated accordingly.

**Article VI.
MANAGER**

The name and address of the Manager is:

Gale Hohnadell
130 S Geronimo Street, Suite 1
Miramar Beach, FL 32550

In Witness Whereof, the undersigned ratifies these Articles of Amendment.



Gale Hohnadell, Manager
On Behalf of the Members
of the Company

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

Pursuant to the provisions of Section 608.415 OR 608.507, Florida Statutes, the below names 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 Destin Luxury Properties I, LLC.
2. The name and Florida street address of the registered agent are:

Gale Hohnadell
130 S Geronimo Street, Suite 1
Miramar Beach, FL 32550

Having been duly named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and it is familiar with and accepts the obligations of its position as registered agent.



Gale Hohnadell, Registered Agent

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