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DEL LARGO ENTERPRISES, LLC

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DEL LARGO ENTERPRISES, LLC

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**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
DEL LAGO ENTERPRISES, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

On November 18, 2008, DEL LAGO ENTERPRISES, LLC filed its Articles of Organization with the Florida Department of State. The Company now desires, among other things, to change its name to RIVA DEL LAGO ENTERPRISES, LLC, and amend and restate its Articles of Organization. Pursuant to Section 608.411, Florida Statutes, the undersigned, being all of the Members and Managers of RIVA DEL LAGO ENTERPRISES, LLC (the "Company") do hereby amend and restate the Articles of Organization of the Company to read as follows:

1. Name. The name of this limited liability company is RIVA DEL LAGO ENTERPRISES, LLC, and it shall be formed as a limited liability company under Chapter 608, Florida Statutes.
2. Duration. The Company's existence shall be perpetual.
3. Purpose. The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of the State of Florida.
4. Place of Business. The mailing address and street address of the Company's principal office is 14300 Riva Del Lago Drive, Unit 1201N, Fort Myers, Florida 33907.
5. Registered Agent and Office. The name of the registered agent of the Company is Stanley W. Spiegel. The street address of the registered agent of the Company is 14300 Riva Del Lago Drive, Unit 1201N, Fort Myers, Florida 33907.
6. Management of the Company. The Company shall be managed by a manager or managers in accordance with the Operating Agreement adopted by the members of the Company and is, therefore, a manager-managed company. Stanley W. Spiegel shall be the Manager of the Company.
7. Additional Members. Except as otherwise provided in the Operating Agreement adopted by the members of the Company, additional members to the Company may be admitted but only upon the unanimous consent of all members of the Company at the time admission is sought.
8. Operating Agreement. The members shall have the power to adopt, alter, amend, or repeal the Operating Agreement of the Company containing provisions for the regulation and management of the affairs of the Company.
9. Voting. The Company is authorized to issue membership units with voting rights and membership units without voting rights.

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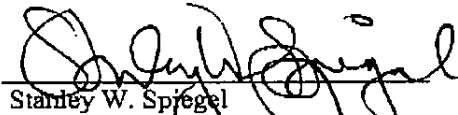
10. Certificated Interests. The members' interests in the Company may be evidenced by certificates as provided in the Operating Agreement adopted by the members of the Company.

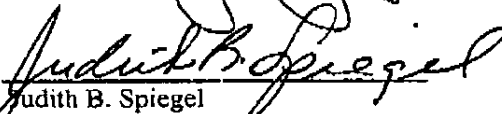
11. Transfer of Interest. Except as otherwise provided in the Operating Agreement adopted by the members of the Company, no member shall have the right to transfer any interest in the Company without the unanimous written agreement of all members. If the non-transferring members do not approve the transfer, the transferee of the interest of the transferring member shall have no right to become a member or to participate in the management of the business and the affairs of the Company. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the transferring member otherwise would be entitled by virtue of membership.

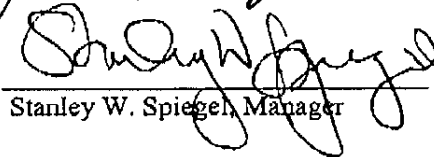
The undersigned executed these Amended and Restated Articles of Organization effective as of the 23 day of December 2008. In accordance with Section 608.408(3), Florida Statutes, the execution of these Articles constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

MEMBER AND MANAGER:

Stanley W. Spiegel and Judith B. Spiegel,
husband and wife, as tenants by the
entireties, Member

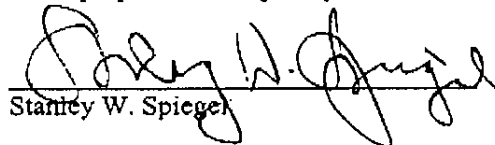

Stanley W. Spiegel


Judith B. Spiegel


Stanley W. Spiegel, Manager

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Company, at the place designated herein, and being familiar with the obligations of that position, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Stanley W. Spiegel

Dated: December 23, 2008