

Division of Corporations

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L08000107586

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G. MCLEOD

OCT - 6 2011

EXAMINER

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF  
URBANA PELICAN GRAND II LLC  
(a Florida limited liability company)**

*Pursuant to the provisions of section 608.411, Florida Statutes, URBANA PELICAN GRAND II LLC, adopts the following amendment to its Articles of Organization:*

**FIRST:** The name of this Florida limited liability company as filed with the Florida Department of State is URBANA PELICAN GRAND II LLC (the "Company").

**SECOND:** The Articles of Organization of the Company were filed with the Florida Department of State on November 19, 2008 and assigned Document Number L08000107586.

**THIRD:** Article 4 of the Articles of Organization of the Company is amended to change the governance of the Company from being manager-managed to being member-managed and, in accordance therewith, Article 4 is amended in its entirety to read as follows:

**"ARTICLE 4  
MANAGEMENT"**

In accordance with Florida Statutes Section 608.422(2)(a), the management of the Company shall be vested in a managing member (the "Managing Member") elected by the holders of a majority in interest of the membership interests in the Company.

The Managing Member shall have all of the rights and powers of a managing member as provided in the Florida Limited Liability Company Act (the "Act") and any action taken by the Managing Member shall constitute the act of and serve to bind the Company. It is specifically intended that the Managing Member, acting alone, shall have the authority to execute all documents and thereby bind the Company, and that as between the Company and third parties it shall not be necessary for the third parties to inquire as to the purpose of the action or require the signature of any other members. The Managing Member shall have exclusive and complete authority in the management and control of the business of the Company and shall make all decisions affecting the business of the Company. Without limitation to the foregoing, the Managing Member shall have all of the following powers and authority on behalf of the Company:

(i) To execute on behalf of the Company any and all documents or instruments of any kind that the Managing Member deems appropriate in complying with the Act or in conducting the business of the Company;

(ii) To cause the Company to incur debts and to grant liens against Company assets to secure the repayment of the Company's debts;

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(iii) To appoint officers or agents for a definite or indefinite term and authorize them to act on behalf of the Company subject to such limitations as the Managing Member, in its absolute discretion, determines as appropriate;

(iv) To acquire and dispose of Company assets and interests therein in the ordinary course of business on such terms as the Managing Member considers appropriate, to lease or license any Company assets on such terms as the Managing Member considers appropriate, and to exercise all rights, powers, privileges and other incidents of ownership and possession with respect to Company assets;

(v) To retain such accountants, legal counsel, or other experts, advisors and consultants as the Managing Member considers appropriate and compensate them from Company funds;

(vi) To open, operate and close bank accounts for the deposit of funds with financial institutions and designate and change the signatories for those accounts;

(vii) To commence, defend, compromise and settle any action or proceeding in connection with the Company or its affairs, business or property;

(viii) To submit the Company to binding arbitration with respect to any issue arising in or concerning its affairs, business or property;

(ix) To obtain, maintain, modify and cancel such insurance coverage as the Managing Member considers advantageous to the Company in connection with the affairs, business or property of the Company; and

(x) To do anything else that is in furtherance of or incidental to the affairs, business or property of the Company."

**FOURTH:** Except as amended above, the Articles of Organization of the Company, as filed with the Florida Department of State, shall remain in full force and effect.

**FIFTH:** As of the date of this Amendment, the Managing Member of the Company, as appointed or elected by the holders of a majority in interest of the membership interests in the Company, shall be:

**Jefast Hotel II, LLC**  
**Norregatan 2, SE-263 39**  
**Haganas, Sweden**

**SIXTH:** The foregoing amendment was approved on October 5, 2011 by written consent of the members owning 98% of the membership interests in the Company.

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**IN WITNESS WHEREOF**, the undersigned Member of the Company has duly executed this Amendment to the Articles of Organization this 5 day of October, 2011.

*JEFAST HOTEL II, LLC, a Florida limited liability company, 98% member and Managing Member*

By: \_\_\_\_\_

  
Bo Jersshagen, Manager