

L980000001765



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AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 52.50

ORDER DATE : November 2, 1998

ORDER TIME : 10:55 AM

ORDER NO. : 017298-005

CUSTOMER NO: 6258A

CUSTOMER: William L. Owens, Esq
Bond Schoeneck & King, P.a.
Suite 107
1167 Third Street South
Naples, FL 34102-7098

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DOMESTIC AMENDMENT FILING

L980000001765

NAME: RESORT PROPERTIES
INTERNATIONAL DEVELOPMENT,
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

Name Availability	<i>MAH</i>
Document Examiner	<i>MAH</i>
Updater	<i>MAH</i>
Verifier	<i>MAH</i>
Acknowledgement	<i>MAH</i>
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AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
RESORT PROPERTIES INTERNATIONAL DEVELOPMENT, L.L.C.

These Amended and Restated Articles of Organization were duly executed and are being filed in accordance with Section 608.411 of the Florida Limited Liability Company Act. The present name of the limited liability company is Resort Properties International Development, L.L.C. (the "Limited Liability Company"). The Limited Liability Company's original Articles of Organization were filed with the Secretary of State of Florida, Division of Corporations, on September 9, 1998. These Amended and Restated Articles of Organization shall become effective upon filing with the Secretary of State of Florida. Upon filing, the initial Articles of Organization shall be superseded and these Amended and Restated Articles of Organization shall be the articles of organization of the Limited Liability Company.

The Limited Liability Company hereby restates and integrates and also further amends the Articles of Organization as follows:

Article 1. Name

The name of the Limited Liability Company is

Resort Properties International Development, L.L.C.

Article 2. Duration

The duration of the Limited Liability Company is perpetual.

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Article 3. Principal Office and Mailing Address

The principal place of business of the Limited Liability Company is at 1044 Castello Drive, Suite 104, Naples, Florida 34103. The mailing address of the Limited Liability Company is 1044 Castello Drive, Suite 104, Naples, Florida 34103.

Article 4. Registered Office and Agent

The registered office of the Limited Liability Company is at 1044 Castello Drive, Suite 104, Naples, Florida 34103. The name of the registered agent at that address is Daryl C. Andrews.

Article 5. Admission of New Members

The Limited Liability Company may admit additional members upon a vote of a majority in interest of the members preceding the admission of the new member.

Article 6. Right to Continue Business

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company, the remaining members may elect to continue the business upon a vote of a majority in interest of the remaining members.

Article 7. Statement of Management

The Limited Liability Company is to be managed by a manager or managers who shall continue to serve as manager(s) until their successor(s) are elected or appointed and shall qualify.

The name and address of the manager is:

Daryl C. Andrews

1044 Castello Drive, Suite 104
Naples, Florida 34103

Daryl C. Andrews, manager and member, is authorized to execute these Amended and Restated Articles of Organization and file them with the Secretary of State of Florida.

Article 8. Commencement of Existence and Effective Date

The Limited Liability Company's existence commenced upon the filing of the original Articles of Organization with the Secretary of State of Florida on September 9, 1998. These Amended and Restated Articles of Organization shall become effective upon filing with the Secretary of State of Florida. Upon filing, the initial Articles of Organization shall be superseded and these Amended and Restated Articles of Organization shall be the articles of organization of the Limited Liability Company.

Article 9. Regulations

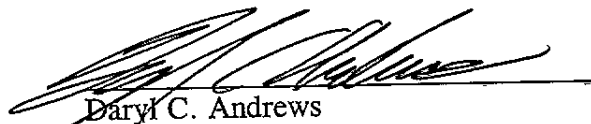
These Amended and Restated Articles of Organization and the Florida Limited Liability Company Act shall be deemed to be the regulations of the Limited Liability Company unless and until the members have otherwise adopted additional or inconsistent provisions in connection with any matters permitted to be addressed in regulations.

Article 10. Amendment

The Limited Liability Company reserves the right to amend or repeal any provisions contained in these Amended and Restated Articles of Organization or any amendment to them, and any right conferred upon the members is subject to this reservation.

In Witness Whereof, the undersigned has signed these Amended and Restated

Articles of Organization on this 30th day of October, 1998.


Daryl C. Andrews

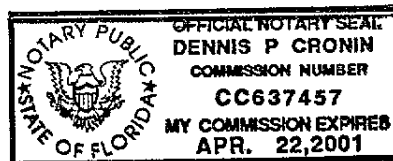
STATE OF FLORIDA :
:
COUNTY OF COLLIER : ss.:

The foregoing instrument was acknowledged before me this 30th day of October, 1998, by DARYL C. ANDREWS, who is personally known to me or produced his _____ as identification and who acknowledged to and before me that he executed the instrument for the purposes therein expressed.



Notary Public

My Commission Expires:




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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Resort Properties International Development, L.L.C. which is contained in the foregoing Amended and Restated Articles of Organization. I am familiar with, and accept, the obligations of such a position.

Dated this 30th day of October, 1998.


Daryl C. Andrews
Registered Agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

DARYL C. ANDREWS, being duly sworn, deposes and says that:

1. I am a member of Resort Properties International Development, L.L.C., a limited liability company to be established under Florida law. I make this affidavit pursuant to Sections 608.411 and 608.407 of the Florida Limited Liability Company Act to allow the filing of the foregoing Amended and Restated Articles of Organization.

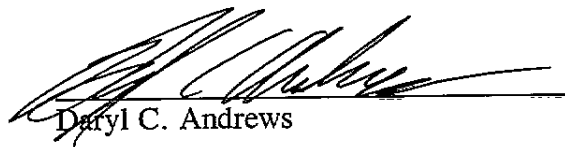
2. I declare that the above named limited liability company has at least one member.

3. The amount of cash to be contributed to the limited liability company by the members is \$100,000.00.

4. The total amount of cash anticipated to be contributed to the limited liability company by the members is \$2,500,000.00. The members reserve the right to contribute less than the anticipated amount of capital contributions to the limited liability company.

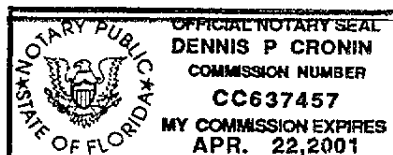
5. There is no other property other than the above described cash to be contributed by the members and no other property or cash anticipated to be contributed at this time. If any additional contributions are made, the foregoing Amended and Restated Articles of Organization shall be amended to reflect such additional contributions. If any additional contributions are made, the members shall file a supplemental affidavit of capital contributions with the Florida Department of State to reflect such additional contributions.

IN WITNESS WHEREOF, I have signed this affidavit.


Daryl C. Andrews

Sworn to before me this
30th day of October, 1998


Notary Public



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