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Division of Corporations

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DESTIN LAND COMPANY LLC

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**SECOND**  
**ARTICLES OF AMENDMENT TO**  
**ARTICLES OF ORGANIZATION OF**  
**DESTIN LAND COMPANY LLC**

Destin Land Company LLC, a Florida limited liability company (the "Company"), was formed by the filing of Articles of Organization of Destin Land Company LLC with the Department of State of the State of Florida on July 27, 1999 and the Articles of Amendment to Articles of Organization of Destin Land Company, LLC on June 7, 2001.

Pursuant to the provisions of Chapter 608.411, Florida Statutes, the Company adopts the following Second Articles of Amendment to Articles of Organization of Destin Land Company LLC, the effective date of adoption of which shall be the date these Second Articles of Amendment are filed with the Department of State of the State of Florida:

**Article VI of the Amended Articles of Organization is hereby deleted in its entirety.**

Except as expressly amended by this Second Articles of Amendment, the terms, covenants, conditions and restrictions of the Articles of Organization of Destin Land Company LLC, as amended, are hereby ratified, remain unchanged and in full force and effect.

The foregoing second amendment to the Articles of Organization of Destin Land Company LLC, as amended, was adopted by all of the voting members the Company and entered into below by the authorized manager of the Company.

**MANAGER of DESTIN LAND COMPANY LLC:**

**ISLAND PALMS MANAGER/LLC**, a Florida limited liability company

By: 

Clifford D. Rosen, Manager

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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