



99000005040

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REFERENCE : 625069 3487A

AUTHORIZATION :

Patricia Jantz

COST LIMIT : \$ 55

ORDER DATE : March 15, 2000

ORDER TIME : 10:28 AM

ORDER NO. : 625069-005

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CUSTOMER NO: 3487A

CUSTOMER: Ms. Talia R. Kohne
Icard Merrill Cullis Timm
Suite 600
2033 Main Street
Sarasota, FL 34237

FILED
00 MAR 15 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: BANANA WIND ISLAND RESORTS,
L.L.C.

EFFECTIVE DATE:

XX AMENDED & RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

L99-5040

Name	OR 3-15
Availability	
Document Examiner	OR
Notary	OR
Verifier	OR
Acknowledgment	OR
W. P. Verifier	OR

AMENDED AND RESTATED..... OF
ARTICLES OF ORGANIZATION
OF
BANANA WIND ISLAND RESORTS, L.L.C.

Pursuant to the provisions of Section 608.411, Florida Statutes, the undersigned Limited Liability Company adopts the following Amendment and Restatement of its Articles of Organization:

1. The name of the Limited Liability Company is Banana Wind Island Resorts, L.L.C.
2. This Limited Liability Company's Articles of Organization are hereby amended and restated, as follows:

ARTICLE I
NAME

The name of the limited liability company shall be Banana Wind Island Resorts, L.L.C. ("Company").

ARTICLE II
PURPOSE AND POWER

The purpose for which the Company is organized is to own, operate and manage property, real, personal and mixed, of any kind or nature, and to otherwise conduct any lawful business to promote any lawful purpose, and to engage in any lawful act or activity, for which limited liability companies may be organized under the Florida Limited Liability Company Act, including, but not limited to, the purchase, development, sale, service, lease and management of personal and real properties of all kinds and descriptions.

The Company shall have the powers provided for a limited liability company under the Florida Limited Liability Company Act, and by applicable law. All such powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed under the direction of the managers of the Company.

ARTICLE III
MAILING ADDRESS AND PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Company shall be 536 Beach Road, Sarasota, Florida 34242.

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ARTICLE IV
INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the initial registered agent of the Company in the State of Florida is:

Bruce P. Chapnick, Esquire
Icard, Merrill, Cullis, Timm, Furen & Ginsburg, P.A.
2033 Main Street, Suite 600
Sarasota, Florida 34237

ARTICLE V
MANAGEMENT

The Company is to be a manager-managed company.

ARTICLE VI
OPERATING AGREEMENT

The Operating Agreement entered into by the members of the Company, and any amendments or restatements thereof, shall be in writing. No oral agreement among any of the members or managers of the Company shall be deemed or construed to constitute any portion of, or otherwise affect the interpretation of, the Operating Agreement of the Company, as amended and in existence from time to time.

3. The Articles of Organization of this Limited Liability Company were duly filed with the Florida Department of State on August 13, 1999, and assigned Document Number L99000005040.

4. This Amendment and Restatement of Articles of Organization was duly adopted by the unanimous vote of the members of this Limited Liability Company on October 14, 1999.

IN WITNESS WHEREOF, the undersigned Member of this Limited Liability Company has executed this Amendment and Restatement of Articles of Organization as of October 14, 1999.

BANANA WIND ISLAND RESORTS, L.L.C.


Sean Abrams, Member

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