

L99000005603

Thomas J. Davis, Jr.

Requester's Name

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400004397814-3  
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AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

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TALLAHASSEE, FLORIDA

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Examiner's Initials

CR2E031(7/97)

L99000005603

**CERTIFICATE OF SECOND AMENDMENT  
OF  
ARTICLES OF ORGANIZATION  
OF  
RRH MANAGEMENT & OPERATING CO., L.L.C.**

THIS IS TO CERTIFY THAT:

FIRST: This Certificate amends the Articles of Organization (the "Articles") of RRH Management & Operating Co., L.L.C.,

SECOND: The Articles were filed with the Florida Department of State on September 7, 1999. An amendment to Article V was made on June 23, 2000.

THIRD: Article V of the Articles previously provided as follows:

***"Article V  
Management***

*The limited liability Company is to be managed by one or more managers and is, therefore, a manager - managed company."*

FOURTH: Article V of the Articles is amended to provide as follows:

***"Article V  
Management: Rights, Powers, and Duties***

- 5.1 Management.** *The Company shall be managed by one or more managers and is therefore, a manager-managed company. In the event the Manager is an entity, the entity shall designate a representative to exercise Manager's rights.*
- 5.2 Proxies.** *The Manager's responsibilities shall include the power to appoint proxies to vote the interests in other entities in which the Company holds interests, as well as to make and direct investments on behalf of the Company.*
- 5.3 Liability and Indemnification.**
- 5.3.1** *The Manager shall not be liable, responsible, or accountable, in damages or otherwise, to the Company for any act performed by Manager with respect to Company matters, except for fraud.*
- 5.3.2** *The Company shall indemnify Manager for any act performed by Manager with respect to Company matters, except for fraud."*

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IN WITNESS WHEREOF, this Certificate of Amendment has been duly executed and is being filed in accordance with Section 608.411 F.S., this 6th day of June, 2001.

Royal Resorts Holdings, S.A., a Swiss corporation, Sole Member

by: Norman A. Carpenter  
Norman A. Carpenter,  
Authorized Representative  
Under Consent dated  
May 25, 2001.

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA