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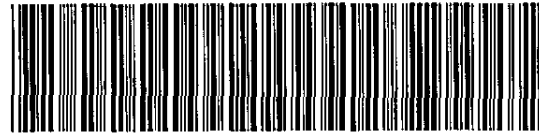
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AMENDED AND RESTATED ARTICLES OF ORGANIZATION

FOR

RRH MANAGEMENT & OPERATING CO., L.L.C.

I. INTRODUCTORY PARAGRAPH

This Limited Liability Company's present name is RRH MANAGEMENT & OPERATING CO., L.L.C. (the "Company"). The date of filing its original Articles of Organization with the Florida Department of State was September 7, 1999. These Amended and Restated Articles of Organization were duly executed and are being filed in accordance with Section 608.411, Florida Statutes (2004), and they will be effective upon being filed with the Florida Department of State.

II. NAME

The name of the Company is RRH MANAGEMENT & OPERATING CO., L.L.C.

III. ADDRESS OF PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Company is 2305 Sagamore Pl. Cape Coral, FL 33914.

IV. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the Company is 2305 Sagamore Pl. Cape Coral, FL 33914, and the name of the registered agent of the Company at that office is Frederick De Pasquale. The appointment of the Registered Agent was authorized by the affirmative vote of the members or as otherwise provided in the articles of organization or the operating agreement of the limited liability company.

V. MANAGEMENT OF THE COMPANY

The Company will be a manager-managed company.

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VI. AMENDMENT TO ARTICLES OF ORGANIZATION

These Amended and Restated Articles of Organization may be altered, amended, or repealed only upon a vote of the members of the Company holding a majority of the issued and outstanding voting class Membership Interests of the Company. Each member is entitled to one vote for each issued and outstanding voting class Membership Interest they own.

The undersigned has executed these Amended and Restated Articles of Organization this _____ day of June, 2005.

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

By: Patrick Radius
Name: Director-President
Title: Director

Josephine Novoa Sampaoli
Name: Josephine Novoa Sampaoli
Title: Director

In accordance with Section 608.408(3), Florida Statutes (2004), the execution of these Amended and Restated Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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