

L99000005610

THOMAS J. DAVIS, JR.

Attorney at Law

Creator of the Legal Concept of Interval Ownership

Florida Bar No.
117254

150 Alhambra Circle, Suite 1260
Coral Gables, FL 33134-4535

Tel: (305)774-9923

Fax: (305)774-9924

E-mail: TJDavisEsq@usa.net

www.lawyers.com/thomasjdavis

August 1, 2001

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

L99-5610

MJH

8000004514149--7
-08/03/01--01061--002
*****50.00 *****25.00

Re: *Amendments to Articles of Organization*

Dear Sir/Madam:

Enclosed please find the *Certificate of First Amendment of Articles of Organization of RRG Marketing, L.L.C.* and *Certificate of Second Amendment of Articles of Organization of RRG Management & Operating Co., L.L.C.*

I have also enclosed a check in the amount of \$50.00 for the filing fees. Please stamp the enclosed copies and return them to our office with the filing letters.

CONTACT INFO: Thomas J. Davis, Jr., Attorney at Law
150 Alhambra Circle, Suite 1260
Coral Gables, FL 33134-4535
(305) 774-9923

Kindest regards,

JCF

Jennifer C. Finch
Legal Assistant

01 AUG - 3 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**CERTIFICATE OF SECOND AMENDMENT
OF
ARTICLES OF ORGANIZATION
OF
RRG MANAGEMENT AND OPERATING CO., L.L.C.**

THIS IS TO CERTIFY THAT:

FIRST: This Certificate amends the Articles of Organization (the "Articles") of RRG Management and 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 April 26, 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."*

FILED
01 AUG -3 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, this Certificate of Amendment has been duly executed and is being filed in accordance with Section 608.411 F.S., this 3rd day of August, 2001.

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

by: 
Norman A. Carpenter,
Authorized Representative
Under Consent dated July 30, 2001.