

L990000005626



ACCOUNT NO. : 072100000032

REFERENCE : 868957 41001A

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 55.00

ORDER DATE : October 19, 2000

ORDER TIME : 10:59 AM

ORDER NO. : 868957-015

CUSTOMER NO: 41001A

500003430205--4

CUSTOMER: Ms. Susan Whitlatch
The St. Joe Company
Suite 400, Dupont Center
1650 Prudential Drive
Jacksonville, FL 32207

DOMESTIC AMENDMENT FILING

NAME: ARVIDA RESORTS & CLUBS, L.L.C.

EFFECTIVE DATE:

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

JB
10-20-00

APPROVED
FILED
GO OCT 19 AM 8:31
SEC. STATE OF FLA
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 19, 2000

CSC
DARLENE WARD

SUBJECT: ARVIDA RESORTS & CLUBS, L.L.C.
Ref. Number: L99000005626

We have received your document for ARVIDA RESORTS & CLUBS, L.L.C. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The fee to file amended and restated articles of organization and receive a certified copy is \$55.00. Please correct the amount authorized on your cover sheet.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Trevor Brumbley
Document Specialist

Letter Number: 700A00054916

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00 OCT 19 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
FOR**

ARVIDA RESORTS & CLUBS, L.L.C.

Pursuant to section 608.411 of the Florida Limited Liability Company Act, the undersigned authorized representative of this Florida limited liability company files these restated and amended articles of organization which shall replace the articles of organization that were originally filed on September 8, 1999.

Article I – Name & Principal Place of Business

The name of the limited liability company (the "Company") shall be Arvida Resorts & Clubs, L.L.C. and the principal place of business and mailing address shall be located at 1650 Prudential Drive, Suite 400, Jacksonville, Florida 32207.

Article II – Purpose

The general nature of the Company shall be to conduct any lawful business permitted under the laws of the State of Florida, unless otherwise stated in its operating agreement and other states the Company may be authorized to transact business.

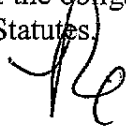
Article III – Duration

The Company shall have perpetual existence.

Article V – Registered Agent and Address

The street address of the Company's registered agent is 1650 Prudential Drive, Suite 400, Jacksonville, Florida 32207 and the registered agent for the Company is Lawrence Paine.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608 of the Florida Statutes.



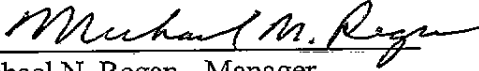
Lawrence Paine

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ARTICLE VI – MANAGEMENT

The Company shall be manager-managed.

IN WITNESS WHEREOF these Amended and Restated Articles of Organization have been executed by its authorized representative this 17th day of October, 2000.


Michael N. Regan - Manager

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AND
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00 OCT 19 AM 0:31
SECRETARY OF STATE
-HALL OF RECORDS