



THE UNITED STATES
CORPORATION
COMPANY

L990000006966

ACCOUNT NO. : 072100000032

REFERENCE : 880622 7196152

AUTHORIZATION :

COST LIMIT : \$ 25.00

Patricia Pizot

ORDER DATE : October 30, 2000

ORDER TIME : 2:11 PM

ORDER NO. : 880622-005

CUSTOMER NO: 7196152

4000003444364--4

CUSTOMER: Mr. Joseph B. Mcfarland
Smejda & Mcfarland, LLP
One Urban Centre
4830 W Kennedy Blvd., Ste. 750
Tampa, FL 33609

DOMESTIC AMENDMENT FILING

NAME: 3 GRACES RESORT, LLC

EFFECTIVE DATE:

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:
XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS

APPROVED
AND
FILED
00 OCT 30 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
00 OCT 30 PM 3:09
03000

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
3 GRACES RESORT, LLC**

The Articles of Organization of 3 Graces Resort, LLC were filed on October 22, 1999, and the LLC was assigned number L99000006966. The Amended and Restated Articles of Organization were duly executed, unanimously approved by the members and are being filed in accordance with Sections 608.411 and 608.407, Florida Statutes.

**ARTICLE I
NAME**

The name of this Limited Liability Company is 3 GRACES RESORT, LLC.

**ARTICLE II
PURPOSE**

This Limited Liability Company is created for the purpose of transacting the business of investing in and managing real estate properties, and in such other business as may be agreed upon by the members.

**ARTICLE III
PLACE OF BUSINESS AND REGISTERED AGENT**

The principal place of business address of this Limited Liability Company shall be 3211 Seaway Drive, New Port Richey, Florida 34652, and such other place or places as the members from time to time may determine. The initial mailing address shall be 3211 Seaway Drive, New Port Richey, Florida 34652

The Registered Agent of the Limited Liability Company shall be CSC, 1201 Hays Street, Tallahassee, FL 32301.

**ARTICLE IV
MANAGEMENT OF BUSINESS**

The Limited Liability Company shall be member-managed in accordance with the operating agreement adopted by the members for the management of the business and affairs of the Limited Liability Company.

**ARTICLE V
OPERATING AGREEMENT**

The members of the Limited Liability Company shall adopt an operating agreement containing provisions for the regulation and management of this company not inconsistent with

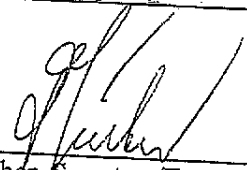
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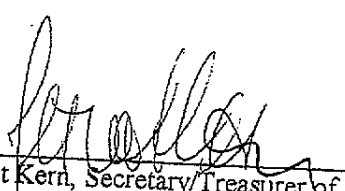
law or these articles.

**ARTICLE XVI
AMENDMENTS**

These articles may be amended from time to time by unanimous consent of the members, and the amendments shall be filed with the Florida Department of State.

IN WITNESS WHEREOF, these amended and restated articles of organization were executed on 10.09., 2000.

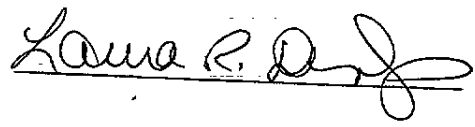

Dr. Erich Sieber, Secretary/Treasurer of
The Frogfam Company,
Member


Gernot Kern, Secretary/Treasurer of
HCI Inc
Member

**ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated 3 GRACES RESORT, LLC at the place designated in this statement, 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.

Date: OCT-30, 2000.



**Laura R. Dunlap
as its agent**

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