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May 22, 2001

Department of State
Division of Corporations
LLC Section
P.O. Box 6327
Tallahassee, FL 32314

Re: RRH Marketing, L.L.C.

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-05/29/01--01077--021
*****25.00 *****25.00

Dear Sir/Madam: L99-8434

Enclosed please find the following documents for the above LLC:

- *Unanimous Consent of Sole Member of RRH Marketing, LLC to Amend Articles of Organization; and*
- *Certificate of Second Amendment of Articles of Organization of RRH Marketing, LLC.*

I have also enclosed a check for the amendment filing fee in the amount of \$25.00.

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

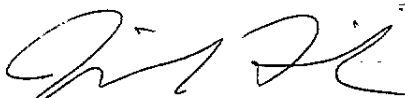
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TALLAHASSEE FLORIDA

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Kindest regards,



Jennifer C. Finch
Legal Assistant

A:\Dpt State ltr RRH Marketing Second Amendment Filing.wpd

1st amend 8/18/2000

JP

UNANIMOUS CONSENT OF SOLE MEMBER
OF
RRH MARKETING, L.L.C.
TO AMEND
ARTICLES OF ORGANIZATION

The undersigned, being the sole member of RRH Marketing, L.L.C., a Florida limited liability company (the "Company"), hereby consents to the following amendment to the Articles of Organization of the Company:

ARTICLE V of the Articles of Organization of the Company is deleted in its entirety, and the following provision is inserted in lieu thereof:

*"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."*

The undersigned hereby designates Norman A. Carpenter as the authorized person to have prepared and to execute and file a Certificate of Amendment to the Articles of Organization for the purpose of effecting the foregoing amendment.

To evidence our consent we hereby execute this document, which may be executed in counterparts, each of which shall be deemed to be an original, but all of which shall be

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TALLAHASSEE, FLORIDA

deemed to be one and the same document, on the date(s) respectively set forth below our signatures and direct that this document be placed among the records of the Company.

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

Dated this 10 day of
May, ~~2000~~
2001

by: 

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE OF SECOND AMENDMENT
OF
ARTICLES OF ORGANIZATION
OF
RRH MARKETING, L.L.C.**

THIS IS TO CERTIFY THAT:

FIRST: This Certificate amends the Articles of Organization (the "Articles") of RRH Marketing, L.L.C.,

SECOND: The Articles were filed with the Florida Department of State on December 6, 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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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 21 day of May, 2001.

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

by:



Norman A. Carpenter,
Authorized Representative
Under Consent dated
May 10, 2001

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TALLAHASSEE FLORIDA