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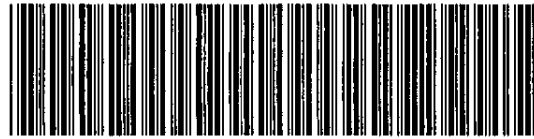
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

MAR 22 2012

T. BROWN

RSA TOWER ■ 11 NORTH WATER STREET, SUITE 30200 ■ MOBILE, ALABAMA 36602 ■ (251) 432-5511
Post Office Box 123 ■ Mobile, Alabama 36601 ■ Facsimile: (251) 694-6375

March 13, 2012

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

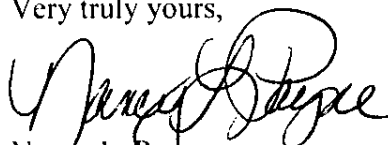
*Re: First Amendment of Articles of Incorporation of Grand Panama Beach Resort
Office Condominium Association, Inc.*

Dear Division of Corporations:

Enclosed please find the First Amendment of Articles of Incorporation of Grand Panama Beach Resort Office Condominium Association, Inc. for filing in the records of the Florida Department of State and our firm's check in the amount of \$35.00 to cover the filing fee.

If you have any questions, please do not hesitate to contact me.

Very truly yours,


Nancy L. Payne
Paralegal

/nlp

Enclosures

c: Kelly Thrasher Fox, Esq.

1433060_1

Prepared by and return to:
Melissa S. Turra, Esq.
Holland & Knight LLP
50 North Laura Street, Suite 3900
Jacksonville, Florida 32202

FILED
2012 MAR 19 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**FIRST AMENDMENT OF ARTICLES OF INCORPORATION OF
GRAND PANAMA BEACH RESORT OFFICE CONDOMINIUM ASSOCIATION, INC.**
a Florida not-for-profit corporation

RECITALS:

A. A copy of the Articles of Incorporation of the Corporation (the "Articles") is attached as Exhibit "D" and a copy of the By-Laws of the Corporation (the "By-Laws") is attached as Exhibit "E" to the Declaration of Condominium for Grand Panama Beach Resort Office Condominium recorded on June 29, 2007 in Official Records Book 2942, page 234, of the public records of Bay County, Florida, as amended by that certain First Amendment to the Declaration of Condominium recorded on 02/02/2012, ~~2011~~ in Official Records Book 3383, page 999, of the public records of Bay County, Florida (collectively, the "Declaration").

B. Article XV of the Articles provides that the Articles may be amended by unanimous approval of the Voting Interests of the Association.

1. Section XV.B shall be amended and restated in its entirety to read as follows:

"Adoption. All amendments to these Articles shall require the unanimous approval of the voting interests of the Voting Members ~~for the Retail Unit Owners and the unanimous approval of the voting interests of the Voting Members for the Office Unit Owners~~ represented at a meeting at which a quorum has been attained. No amendment shall be made that is in conflict with the Act, the Declaration or the Bylaws, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Developer, unless the Developer shall join in the execution of the amendment. No amendment to this Section B shall be effective."

2. The Voting Members have executed and delivered this Amendment as of the day and year first above written.

GRAND PANAMA OFFICE, LLC,
a Florida limited liability company

By: _____

Louis W. Breland
Its Manager

**RBC BANK (USA), successor to First
American Bank**

By: _____

Name: _____

Title _____

Banking Officer: _____

Prepared by and return to:
Melissa S. Turra, Esq.
Holland & Knight LLP
50 North Laura Street, Suite 3900
Jacksonville, Florida 32202

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GRAND PANAMA OFFICE, LLC,
a Florida limited liability company

**RBC BANK (USA), successor to First
American Bank**

By: _____
Louis W. Breland
Its Manager

By:  Bank Officer
Name: _____
Title Gregory T. Queen
Banking Officer: Director, Corporate Real Estate
RBC Bank (USA)