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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
SURF & TURF ENTERPRISES, INC. II

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1/26/2012

FAX AUDIT NO. (((H12000022468 3)))

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
SURF & TURF ENTERPRISES, INC. II**

Pursuant to the provisions of Section 607.1006, Florida Statutes, SURF & TURF ENTERPRISES, INC. II, a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST:** Article XII of the Corporation's Articles of Incorporation is hereby amended to read in its entirety as follows:

**"ARTICLE XII**

Notwithstanding any provision hereof to the contrary, the following shall govern: The Corporation shall only incur or cause the Partnership to only incur indebtedness in an amount necessary to acquire, operate and maintain the Property, which indebtedness includes that certain \$6,000,000.00 promissory note of even date herewith in favor of Reliastar Life Insurance Company of New York ("Reliastar"). For so long as any mortgage lien in favor of Reliastar, or its successors or assigns (the "First Mortgage") exists on any portion of the Property, the Corporation shall not and shall not cause the Partnership to incur, assume, or guaranty any other indebtedness other than (a) debts and liabilities for trade payables and accrued expenses incurred in the ordinary course of business of operating the Property and (b) the First Mortgage. For so long as the First Mortgage exists on any portion of the Property and the Partnership remains owner of the Property, the Corporation: (i) shall not and shall not cause the Partnership to dissolve or liquidate, (ii) shall not and shall not cause the Partnership to consolidate or merge with or into any other entity, or convey or transfer its properties and assets substantially as an entirety or transfer any substantial portion of its beneficial interests to any entity, (iii) shall not voluntarily commence a case with respect to itself or cause the Partnership to voluntarily commence a case with respect to itself, as debtor, under the Federal Bankruptcy Code or any similar federal or state statute without the unanimous consent of the board of directors, and (iv) shall not materially amend the Articles of Incorporation or By laws of the Corporation or the partnership agreement of the Partnership without first obtaining approval of the mortgagee holding the First Mortgage on any portion of the Property."

**SECOND:** Except as hereby expressly amended, the Articles of Incorporation of the Corporation shall remain the same.

**THIRD:** The foregoing amendment was approved by the shareholders of the Corporation on January 1/26, 2012 by written consent in accordance with Section

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607.0704, Florida Statutes. There were no voting groups entitled to vote separately on the amendment.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed by a duly authorized officer of the Corporation on January 1/26, 2012.

  
Name: Wallace Keith Grant,  
Title: President

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