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Account Number : I19980000010  
Phone : (954) 463-2700  
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12/17/2013

FILED  
2013 DEC 17 AM 10:40  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

12/18/13



December 18, 2013

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

DESTINATION EXPERIENCE, INC.  
14251 PANAMA CITY BEACH PRWY  
PANAMA CITY BEACH, FL 32413

SUBJECT: DESTINATION EXPERIENCE, INC.  
REF: P10000019597

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

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Annette Ramsey  
Regulatory Specialist II

FAX Aud. #: H13000276784  
Letter Number: 113A00028677

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2013 DEC 17 AM 10:40

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
DESTINATION EXPERIENCE, INC.  
(a Florida corporation)**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
20

Pursuant to the provisions of §607.1006 of the Florida Business Corporation Act, DESTINATION EXPERIENCE, INC., a Florida corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST:** The Articles of Incorporation were filed on March 3, 2010 and assigned Document No. P10000019597.

**SECOND:** The following amendments to the Articles of Incorporation were adopted by the Corporation:

Article Five of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and replaced with new Article Five as follows:

**"ARTICLE FIVE  
Capitalization**

"The maximum number of shares of stock that the corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000), of which eight hundred fifty (850) shares having a par value of One Dollar (\$1.00) per share shall be shares of Class A voting common stock and nine thousand one hundred and fifty (9,150) shares having a par value of One Dollar (\$1.00) per share shall be shares of Class B non-voting common stock.

The preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of each class, are as follows:

Each holder of Class A voting common stock of the corporation shall be entitled to one (1) vote for each share of Class A voting common stock standing in his, her or its name at any and all meetings of the shareholders of the corporation. Except as otherwise provided by law, no holder of Class B non-voting common stock shall be entitled to cast any vote on account of ownership of such stock.

Except for the difference in voting rights set forth above, the

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rights, preferences, qualifications, limitations and restrictions, and the special or relative rights with respect to the shares of Class B non-voting common stock, shall be identical in all respects to those of the shares of Class A voting common stock. Accordingly, each share of common stock, both Class A voting and Class B non-voting, shall receive equal dividends if and when declared by the board of directors, and in the event of any liquidation, dissolution or winding up of the corporation, the assets and funds of the corporation shall be paid to and distributed among the holders of both the Class A voting and Class B non-voting common stock in proportion to the number of shares held by the holders of such shares."

- THIRD: Except as hereby amended, the Articles of Incorporation of the Corporation shall remain unchanged.
- FOURTH: These Articles of Amendment were duly adopted by unanimous joint resolution of the Board of Directors and shareholders of the Corporation on December 17, 2013 in accordance with Sections 607.0704 and 607.0821 of the Florida Business Corporation Act.
- FIFTH The effective date of these Articles of Amendment shall be the date upon which they are filed.

\* \* \* \* \*

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**IN WITNESS WHEREOF**, the undersigned officer of the Corporation has executed these Articles of Amendment this 17th day of December, 2013.

By: Sue Meritt  
Name: Sue Meritt  
Title: Secretary

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