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Hodgson Russ
ATTORNEYS • LLP

February 11, 2002

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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Re: Boca Rio Golf Club, Inc.

Ladies and Gentlemen:

Enclosed is an original and one copy of the Articles of Amendment to the Articles of Incorporation of BOCA RIO GOLF CLUB, INC., together with a check in the amount of \$43.75, representing:

Filing Fee: \$35.00
Certified Copy: \$ 8.75

Please return a certified copy of the Articles of Amendment to the Articles of Incorporation to the undersigned.

Very truly yours,

Kenneth A. Wenzel
Kenneth A. Wenzel

FILED
02 FEB 15 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KAW/lcd
Enclosures (3)

FLADOCS 101267v1 (264Z011.DOC)

*Linda DeVito
gave authorizing
No print reference
2/19*

*2/18
All Amend*

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
BOCA RIO GOLF CLUB, INC.

FILED
02 FEB 15 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with Section 617.1006, Florida Statutes, the undersigned President and Secretary of BOCA RIO GOLF CLUB, INC., a Florida corporation not for profit (the "Corporation"), do hereby amend the Articles of Incorporation of said Corporation as hereinafter provided:

1. Article III, Paragraphs 3, 4 and 5, Article V, Paragraph 2, and Article VII are hereby amended to substitute the term "Regular" in lieu of the term "Charter" so that all references in these Articles to "Charter Members" will now be read as "Regular Members".

2. Article III, Paragraph 6, is hereby amended to read as follows:

Each Regular Member shall be entitled to a Certificate of Equity signed by the President or the Vice President and by the Secretary or an Assistant Secretary. Each such Certificate shall be valid only when held by and registered in the name of a Regular Member.

Each such Certificate and the rights and obligations of each Regular Member shall be subject to all bylaws of the Corporation then in force or thereafter adopted, and all such bylaws shall be considered an essential part of the contract between the Corporation and the Regular Member holding the Certificate. No such Certificate may be sold, signed or transferred, voluntarily, involuntarily or by operation of law, to any person, corporation or any other entity except with the approval of the Board of Governors acting in accordance with these Articles and the bylaws. In the event of a sale of substantially all of the assets of the Corporation, or in the event of dissolution of this Corporation, the Club shall adopt a Plan of Distribution of Assets. The Plan of Distribution of Assets must provide that all liabilities and obligations of the Club be paid and discharged or adequate provisions be made therefore. Assets of the Corporation held upon specified conditions subject to certain limitations shall be distributed pursuant to such conditions and limitations subject to

the then applicable statutes. All remaining assets or the proceeds from the sale thereof will be distributed in equal shares to all of the remaining Regular Members in good standing who hold a Certificate of Equity.

3. Article X be deleted in its entirety.
4. Article V, Paragraph 1 be amended to expand the maximum number of governors to 13.

The amendments to the Articles of Incorporation as set forth above in these Articles of Amendment to the Articles of Incorporation were approved by the unanimous vote of the Board of Governors of the Corporation at a meeting of the Board of Governors held on October 26, 2001. Such amendments were also approved by a majority of the Members present at a duly called meeting of the Members held on December 14, 2001 and the number of votes cast in favor of the Amendment was sufficient for approval of the amendments by the Members.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment to the Articles of Incorporation this 7th day of February, 2002.

BOCA RIO GOLF CLUB, INC., a Florida
corporation not for profit

By: [Signature]
, President

Robert P. Adler

Attest: [Signature]
, Secretary

Philip BERMAN