



THE UNITED STATES
CORPORATION
COMPANY

A30712

ACCOUNT NO. : 072100000032

REFERENCE : 223063 4306424

AUTHORIZATION *Patricia Pizut*

COST LIMIT : ~~\$ 87.50~~

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN 15 PM 4:08

ORDER DATE : January 15, 1997

105.00

ORDER TIME : 11:57 AM

ORDER NO. : 223063-005

CUSTOMER NO: 4306424

300002059353--6

CUSTOMER: Ms. Kathy Gonsalves
Steel Hector & Davis
41st Floor, Ste. 4000
200 S. Biscayne Boulevard
Miami, FL 33131-2398

DOMESTIC AMENDMENT FILING

NAME: FIRST FAIRWAYS,
LIMITED PARTNERSHIP

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

RECEIVED
97 JAN 15 PM 1:10
DIVISION OF CORPORATION

1/15/97

h/k

**CERTIFICATE OF AMENDMENT
TO CERTIFICATE OF LIMITED PARTNERSHIP OF
FIRST FAIRWAYS, LIMITED PARTNERSHIP
f/k/a Palmetto Cove Golf, Ltd.**

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The undersigned general partner of First Fairways, Limited Partnership, a Florida limited partnership (the "Partnership"), desiring to amend the Certificate of Limited Partnership of First Fairways, Limited Partnership (the "Certificate") pursuant to Section 620.109 of the Florida Revised Uniform Limited Partnership Act, hereby states the following:

1. The name of the Partnership is "First Fairways, Limited Partnership."
2. The Certificate of Limited Partnership for the Partnership was originally filed on October 19, 1990 (under the name of Palmetto Cove Golf, Ltd.).
3. Paragraph numbered 4 of the Certificate of Limited Partnership of First Fairways, Limited Partnership, as previously amended, is hereby amended in its entirety to read as follows:

The name and business address of the sole general partner is as follows:

Van Cleef Fairway Properties, Inc.
Suite 140
3201 Enterprise Parkway
Beachwood, OH 44122

P 39178

4. Van Cleef Fairway Properties, Inc. is qualified to do business in the State of Florida and is active.
5. The execution of this Certificate of Amendment by the undersigned general partner, Van Cleef Fairway Properties, Inc., constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Amendment to Certificate of Limited Partnership of First Fairways, Limited Partnership has been executed by the General Partner of the Partnership as of this 10th day of January, 1997.

VAN CLEEF FAIRWAY PROPERTIES, INC.
as General Partner

By: Mark T. Coffin
Name: Mark T. Coffin
Title: E.V.P.