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CONTACT: JUDITH E COVEY
PHONE: (813)229-2111 FAX #: (813)229-1447

NAME: THE CLUB AT WOODLAND POND, LIMITED PARTNERSH
AUDIT NUMBER.....H98000005098
DOC TYPE.....LIMITED PARTNERSHIP AMENDMENT
CERT. OF STATUS..0 PAGES..... 2
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changing
general
partners

A 94000000671

CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF

H98000005098

THE CLUB AT WOODLAND POND LIMITED PARTNERSHIP

THE UNDERSIGNED, intending to amend the Certificate of Limited Partnership of POG Lakeland, Ltd. (the "Partnership") pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act ("Act"), hereby certify as follows:

1. Name. The name of the limited partnership is:

The Club at Woodland Pond, Limited Partnership
2. Date of filing Certificate of Limited Partnership. The date of filing the Certificate of Limited Partnership was May 17, 1994.
3. Withdrawal of General Partner. Mason-Phillips Properties of Florida III, Inc. (Florida Charter Number P94000036026) has assigned all of its rights as general partner resulting in Mason-Phillips Properties of Florida III, Inc. withdrawing as the General Partner.
4. New General Partner. Tampa Club, Inc. (Florida Charter Number F98000004728) whose address is: 630 Woodland Avenue, Cheltenham, Pennsylvania 19012 is the General Partner.
5. Execution and Authority. This Certificate of Limited Partnership is duly executed and is being filed with the Florida Department of State in accordance with Section 620.109 of the Act.
6. Counterparts. This Certificate may be executed in counterparts each of which shall be deemed an original and collectively shall constitute one and the same instrument.
7. Affirmation. The execution of this Certificate by the undersigned Withdrawing General Partner and the New General Partner constitutes an affirmation under penalties of perjury that the facts stated herein are true.
8. Effectiveness. This Certificate of Limited Partnership is effective upon its filing with the Florida Department of State.

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IN WITNESS WHEREOF, as the General Partner of the limited partnership, the undersigned signs this Certificate as of THE CLUB AT WOODLAND POND, LIMITED PARTNERSHIP.

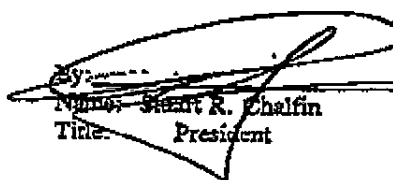
WITHDRAWING GENERAL PARTNER:

MASON-PHILLIPS PROPERTIES OF
FLORIDA III, INC.

NEW GENERAL PARTNER:

TAMPA CLUB, INC.

By: _____
Name: Charles B. Hartman
Title: President

By: 
Name: Stuart R. Chalfin
Title: President

Prepared by: Paula Kaplan Berger
Florida Bar Number: 0297119
Rudnick & Wolfe
101 E. Kennedy Blvd., Suite 2000
Tampa, Florida 33602
(813) 229-2111

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RUDNICK & WOLFE
PHILIP M. PHILLIPS & CO
FAX NO. 2701470
RUDNICK & WOLFE

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**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP
OF**

H98000005098

THE CLUB AT WOODLAND POND, LIMITED PARTNERSHIP

THE UNDERSIGNED, intending to amend the Certificate of Limited Partnership of FOG Lakeland, Ltd. (the "Partnership") pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act ("Act"), hereby certify as follows:

1. Name. The name of the limited partnership is:

The Club at Woodland Pond, Limited Partnership

2. Date of filing Certificate of Limited Partnership. The date of filing the Certificate of Limited Partnership was May 17, 1994.

3. Withdrawal of General Partner. Mason-Phillips Properties of Florida III, Inc. (Florida Charter Number P94000036026) has assigned all of its rights as general partner resulting in Mason-Phillips Properties of Florida III, Inc. withdrawing as the General Partner.

4. New General Partner. Tampa Club, Inc. (Florida Charter Number **F9800001478**) whose address is: 630 Woodland Avenue, Cheltenham, Pennsylvania 19012 is the General Partner.

5. Execution and Authority. This Certificate of Limited Partnership is duly executed and is being filed with the Florida Department of State in accordance with Section 620.109 of the Act.

6. Counterparts. This Certificate may be executed in counterparts each of which shall be deemed an original and collectively shall constitute one and the same instrument.

7. Affirmation. The execution of this Certificate by the undersigned Withdrawing General Partner and the New General Partner constitutes an affirmation under penalties of perjury that the facts stated herein are true.

8. Effectiveness. This Certificate of Limited Partnership is effective upon its filing with the Florida Department of State.

IN WITNESS WHEREOF, as the General Partner of the limited partnership, the undersigned signs this Certificate as of **THE CLUB AT WOODLAND POND, LIMITED PARTNERSHIP.**

WITHDRAWING GENERAL PARTNER:

NEW GENERAL PARTNER:

**MASON-PHILLIPS PROPERTIES OF
FLORIDA III, INC.**

TAMPA CLUB, INC.

By: 
Name: Charles E. Hartman
Title: President

By: _____
Name: Stuart R. Chalfin
Title: President

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Prepared by: Paula Kaplan Berger
Florida Bar Number: 0297119
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