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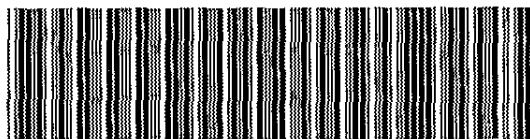
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File 2nd

ACCOUNT NO. : 072100000032

REFERENCE : 824650 4319383

AUTHORIZATION :

Patricia Pignata

COST LIMIT : \$ 52.50

ORDER DATE : November 18, 2002

ORDER TIME : 2:24 PM

ORDER NO. : 824650-010

CUSTOMER NO: 4319383

CUSTOMER: Ms. Vivian F. Munoz
Sunamerica, Inc.
1 Sunamerica Center
Century City
Los Angeles, CA 90067

DOMESTIC AMENDMENT FILING

NAME: GRAND SAVANNAH CLUB, LTD.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER'S INITIALS: _____

02 NOV 20 PM 1:50
SECRETARY OF STATE
JULIUS ROBERTS, JR.
CLERK

ARTICLES
AND
FILED

AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
GRAND SAVANNAH CLUB, LTD.

To the Secretary of State
State of Florida

The undersigned, on behalf of the limited partnership named below (the "limited partnership"), hereby certifies that:

1. The present name of the limited partnership is GRAND SAVANNAH CLUB, LTD.
2. The date of filing of the original Certificate of Limited Partnership with the Department of State was January 17, 1997; as amended by that certain Amendment to Certificate of Limited Partnership, as filed with the Florida Department of State on April 2, 1997.
3. This Amended and Restated Certificate shall be effective upon filing.
4. The text of the Certificate of Limited Partnership is hereby amended and restated to read as herein set forth in full:

1. Name of Limited Partnership:

GRAND SAVANNAH CLUB, LTD.

2. Business Address and the mailing address of Limited Partnership is amended to be:

c/o SunAmerica Inc.
1 SunAmerica Center, Century City
Los Angeles, California 90067-6022
Attention: Michael L. Fowler

3. Name and address of Registered Agent for service of process is amended to be:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

4. Mailing Address of Limited Partnership is amended to be:

APPROVED
AND
FILED
02 NOV 20 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

c/o SunAmerica Inc.
1 SunAmerica Center, Century City
Los Angeles, California 90067-6022
Attention: Michael L. Fowler

5. The latest date upon which the Limited Partnership is to be dissolved is amended to be: December 31, 2040.
6. The current sole general partner, Grand Savannah Partners, Ltd., a Florida limited partnership, is converting its interest to a limited partner. The name and address of the newly admitted sole general partner of the limited partnership are:

Name of general partner:

Street address:

Grand Savannah SAHP Corp.

FO1000002788

c/o SunAmerica Inc.

1 SunAmerica Center, Century City
Los Angeles, California 90067-6022
Attention: Michael L. Fowler

Under penalties of perjury, I declare that I have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

5. This Amended and Restated Certificate of Limited Partnership is duly executed and filed pursuant to Section 620.109 of the Florida Revised Uniform Limited Partnership Act.

AND
FILED
02 NOV 20 PM 1:50
CLERK OF STATE
TALLAHASSEE, FLORIDA

Signed as of June 18, 2001.

CONVERTING GENERAL PARTNER:

GRAND SAVANNAH PARTNERS, LTD., a
Florida limited partnership

BY: GRAND SAVANNAH, INC., a Florida
corporation, General Partner

By: Donna D. Pepper
Donna D. Pepper, President

NEW GENERAL PARTNER:

GRAND SAVANNAH SAHP CORP., a Delaware
corporation

By: Michael L. Fowler
Michael L. Fowler, President

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA