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THE GRAND LEGACY CLUB, INC.

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**AMENDMENT NO. 1
TO
ARTICLES OF INCORPORATION
OF
THE GRAND LEGACY CLUB, INC.**

(A Florida Not-For-Profit Corporation)

THE GRAND LEGACY CLUB, INC., a Florida not-for-profit corporation, does hereby adopt the following Amendment to its Articles of Incorporation filed in the office of the Secretary of State at Tallahassee, Florida, on January 17, 2007, under Document Number N07000000544. This Amendment has been duly and unanimously adopted by all of the Members of the Board of Directors of the Corporation and complies with Chapter 617, Florida Statutes and with Article XVI of said Articles of Incorporation:

The following resolution was duly and unanimously adopted by all of the Members of the Board of Directors of the Corporation, by written instrument dated February 15, 2007, to-wit:

RESOLVED, that, effective on the date of filing with the Secretary of State of Florida, the Articles of Incorporation of THE GRAND LEGACY CLUB, INC., which were approved and filed in the office of the Secretary of State at Tallahassee, Florida, on January 17, 2007, under Document Number N07000000544, be amended by striking the second paragraph of Article IV thereof in its entirety and by substituting therefor the following:

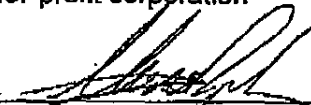
The Corporation shall enter into a certain Contribution Agreement (the "Agreement") with GRAND LEGACY CLUB INTERNATIONAL, LLC, a Florida limited liability company ("LCI"), whereby LCI will convey and transfer the "Assets" (as defined in the Agreement) to the Corporation, in

exchange for the Corporation's issuance to LCI (for ultimate sale by LCI to qualified members) of all of the Memberships in the Corporation, all upon the terms and conditions more particularly set forth in the Agreement. The transfer of the contribution of the Assets from LCI to the Corporation shall be referred to as the "Closing."

IN WITNESS WHEREOF, said Corporation has caused this Amendment to be signed in its name by its President as of this 15 day of February, 2007.

(CORPORATE SEAL)

THE GRAND LEGACY CLUB, INC., a Florida not-for-profit corporation

By: 
Thanos Papalexis, President

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