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From: GREENBERG TRAUER G

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NAME: STONEBRIDGE GOLF AND COUNTRY CLUB OF BOCA RA
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*Amendment
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**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF**

STONEBRIDGE GOLF AND COUNTRY CLUB OF BOCA RATON, INC.

(A Corporation Not-For-Profit)

1. The name of this Corporation is Stonebridge Golf and Country Club of Boca Raton, Inc.
2. Pursuant to the provisions of Sections 617.1001, 617.1002 and 617.1006 of the Florida Not-for-Profit Corporation Act, Article VI of the Articles of Incorporation of the Corporation was amended to read as follows:

ARTICLE VI

MEMBERSHIPS

All matters concerning Memberships, including the number of memberships, classification of memberships, rights and privileges of memberships, ownership and transferability of each class of membership, shall be as provided in the Bylaws.

3. The foregoing amendment was adopted by a unanimous vote of the Board of Governors of the Corporation and by the vote of Members of the Corporation entitled to cast more than a majority of the votes cast, a quorum being present, at a meeting of the Members held on December 29, 1997, the percentage of the votes specified in the Bylaws of the Corporation as being required for adoption of such an amendment.

Allan Salovin, Esq.
777 S. Flagler Dr. #300E
West Palm Beach, FL 33401
(561) 650-7900
FL Bar # 234966

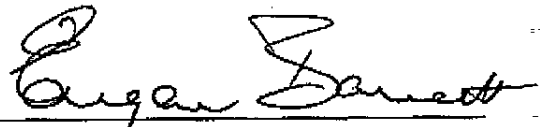
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IN WITNESS WHEREOF, Stonebridge Golf and Country Club of Boca Raton, Inc. has caused these Articles of Amendment to be signed in its corporate name by its President on the 7th day of May, 1998.

STONEBRIDGE GOLF AND COUNTRY
CLUB OF BOCA RATON, INC.

By:


Eugene Barnett, President

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