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WILLIAM L. THOMPSON, JR., P.A.
ATTORNEY AT LAW

2301 PARK AVENUE, SUITE 404
ORANGE PARK, FLORIDA 32073

TELEPHONE: (904) 269-4841
TELEFAX: (904) 269-9303
ELECTRONIC MAIL:
wlt-law@wlt-law.com

January 11, 2000

Florida Department of State
Division Of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: **SELVA MARINA COUNTRY CLUB, INC.**

100003098191--3
-01/13/00--01091--005
*****43.75 *****43.75

Dear Sirs:

I have enclosed for filing two (2) original ARTICLES OF AMENDMENT OF SELVA MARINA COUNTRY CLUB, INC. Please file one original of these documents and return a certified original of the Articles of Amendment receipt stamped to this office in the enclosed self-addressed envelope. Also enclosed is our firm check, in the amount of \$43.75 for the amendment and certified copy.

Please contact our office should you have any questions or concerns. Thank you for your assistance.

Sincerely,


William L. Thompson, Jr.

WLTjr/af

Enclosures

FILED
00 JAN 13 PM 3:59
TALLAHASSEE, FLORIDA

*Amend
1-24-00
WLT*

ARTICLES OF AMENDMENT

OF

SELVA MARINA COUNTRY CLUB, INC.

FILED

00 JAN 13 PM 3:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is "Selva Marina Country Club, Inc."
2. Article 5 of the Articles of Incorporation of Selva Marina Country Club, Inc., hereby is amended to read:

ARTICLE V

The Corporation shall be in perpetual existence, unless sooner dissolved according to law. The Corporation shall not have authority to and shall not merge, consolidate, enter into a share exchange, sell any real property of the Corporation, sell substantially all the personal property of the Corporation, dissolve, liquidate, use the real property of the Corporation for any purpose other than a country club containing among other things an 18-hole golf course and tennis courts or otherwise effect a fundamental change in the corporation organization or structure of the Corporation or a material change in the business of the Corporation of owning and operating a country club, unless in each instance such action is approved by the affirmative vote of 66 2/3% of the total number of shares of the Corporation outstanding at the time of the vote.

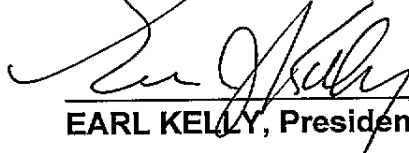
3. Article 7 of the Articles of Incorporation of Selva Marina Country Club, Inc., hereby is amended to read:

ARTICLE VII

The number of Directors of this Corporation shall be not less than seven (7) nor more than eleven (11).

4. The foregoing amendments were adopted by the Board of Governors on December 22, 1997, and by all the shareholders of this corporation at a meeting duly held on February 6, 1998.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment, this ____ day of January, 2000.

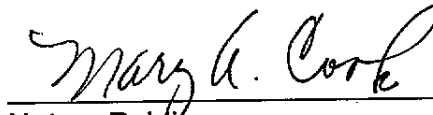

EARL KELLY, President


SHIRLEY BOOKER, Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 5th day of January, 2000, by EARL KELLY, as President of SELVA MARINA COUNTRY CLUB, INC., a Florida corporation, on behalf of the corporation, who is personally known to me or who has produced _____ as identification.

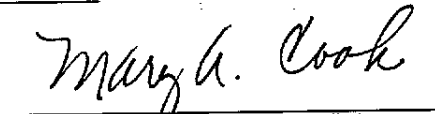



Notary Public
MARY A. COOK
Print Name

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 5th day of January, 2000, by SHIRLEY BOOKER, as Secretary of SELVA MARINA COUNTRY CLUB, INC., a Florida corporation, on behalf of the corporation, who is personally known to me or who has produced _____ as identification.




Notary Public
MARY A. COOK
Print Name