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MEMBERS OF
AMERICAN AND FLORIDA
INSTITUTES OF
CERTIFIED PUBLIC ACCOUNTANTS

APPELROUTH, FARAH & Co.

PROFESSIONAL ASSOCIATION
CERTIFIED PUBLIC ACCOUNTANTS

CORAL GABLES : (305) 444-0999
KEY WEST : (305) 296-6444
FACSIMILE : (305) 443-5171

999 PONCE DE LEON BOULEVARD
SUITE 625
CORAL GABLES, FLORIDA 33134

604 DUVAL STREET
SUITE C
KEY WEST, FLORIDA 33040

July 21, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

900002597889--2
-07/24/98--01071-031
*****96.25 *****96.25

**Re: Articles of Amendment
Gemini Import, Inc. to Gables Golf, Inc.**

To Whom it May Concern:

Please find enclosed check #4285, dated July 21, 1998 in the amount of \$96.25 in reference to the above for Articles of Amendment, certified copy of the amendment and a certificate of status.

If you have any questions to the enclosed, please do not hesitate to contact us. Thank you for your prompt attention to this matter.

Sincerely,


Carlos M. Farah

CMF/sbc
Encl.

FILED
98 JUL 24 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N.C.
7-27-98
CC

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

GEMINI IMPORT, INC.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

NAME CHANGE TO: (ARTICLE I)

GABLES GOLF, INC.

FILED
98 JUL 24 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: July 15, 1998

FOURTH: Adoption of Amendment(s) (CHECK ONE)

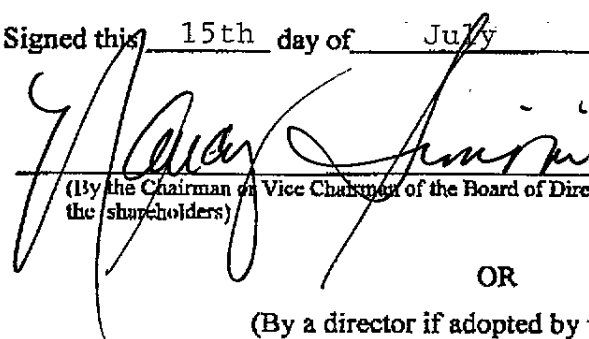
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
voting group

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 15th day of July, 19 98

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

NANCY SIMONI

Typed or printed name

SHAREHOLDER/DIRECTOR/PRESIDENT

Title