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MEMBER N.Y. & FLA. BARS

February 1, 2000

Amendment Section
Division of Corporations
P.O. Box 3627
Tallahassee, Fl. 32314

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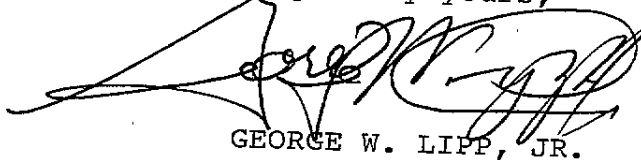
RE: COURTSIDE TENNIS CLUB, INC.

Gentlemen:

I enclose herewith Articles of Amendment to the Articles of Incorporation of Courtside Tennis Club, Inc. for filing. Also enclosed is my check to your order in the sum of \$35.00, a copy of the Articles of Amendment and a self addressed, stamped envelope which may be utilized for return of the copy indicating the date filed.

Thanking you, I am,

Very truly yours,



GEORGE W. LIPP, JR.

GWL/j
Enclosures

cc: Roger Mulier, President
Courtside Tennis Club, Inc.

FILED
00 FEB 11 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
T. LEWIS FEB 18 2000

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
COURTSIDE TENNIS CLUB, INC.

FILED
00 FEB 11 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its Articles of Incorporation as previously amended.

FIRST: Amendments adopted:

Article "5" amended to read as follows:

5. MEMBERSHIP. The By-Laws of the Corporation govern the membership of the Corporation, including classes qualifications, admission, voting rights, and election and appointment of directors.

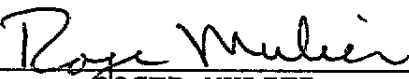
Article "6" amended to read as follows: 2/3rds of the voting members is necessary to adopt an amendment to these Articles.

Article "7" is deleted
Article "8" becomes Article "7"
Article "9" becomes Article "8"
Article "11" becomes Article "10"

SECOND: The date of adoption of the amendments January 16, 2000.

THIRD: The amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

COURTSIDE TENNIS CLUB, INC.



ROGER MULIER

President January 24, 2000