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Reply to: Fort Lauderdale

November 9, 1998

Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-11/12/98--01076--007
*****35.00 *****35.00

Re: St. Andrews County Club
Our File No. 3719.005

To Whom It May Concern:

Enclosed are an original and copy of an Amendment to the Articles of Incorporation of St. Andrews Country Club, together with our check in the amount of \$35.00. Please file the enclosed amendment and return to us in the enclosed, stamped envelope.

Thank you.

Very truly yours,


ROBERT B. CHAPMAN
For the Firm

RBC/at
Enclosures
cc: William Berger, Esq. (w/o enclosures)

1. Also admitted in New York
2. Also admitted in Texas
3. Also admitted in Colorado

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF
AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
ST. ANDREWS COUNTRY CLUB
a Florida not-for-profit corporation**

THE UNDERSIGNED, President of ST. ANDREWS COUNTRY CLUB, a Florida not-for-profit corporation organized under ch. 617, Florida Statutes, the Articles of Incorporation of which were filed with the Florida Department of State on September 29, 1982, hereby amends said Certificate of Incorporation, pursuant to Article 617.1006 of the Florida Statutes as follows:

I. AMENDMENT 1 - Article VIII is hereby amended to read as follows:

The Club shall have no more than fifteen (15) members on its Board of Governors. The number of members of the Board of Governors will be determined by the By-Laws

II. AMENDMENT 2 - Article XIV is hereby amended to read:

GOLF AND TENNIS MEMBERS

The Club shall have a maximum of six hundred thirteen (613) golf members and seventy-five (75) tennis members and one (1) charter member, as described in ARTICLE XV hereof.

Golf and tennis membership will be offered only to owners of homes or lots in St. Andrews Country Club. The Club shall have the right to repurchase all of the memberships previously issued to non-residents of St. Andrews Country Club on a last-in first-out basis, and if the Club exercises that right, the non-resident member will be entitled to be paid the grater of (a) the Equity membership contribution currently charged for his category of membership, or (b) the membership contribution actually paid by such member for his membership.

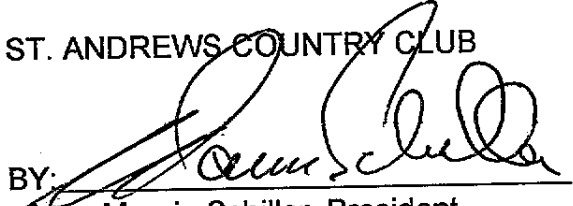
Amendment 1 was passed by the Members by a vote of 680 for and 64 against on February 3, 1997. Amendment 2 was passed by the Members by a vote of 558 for and 157 against on March 29, 1998.

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TALLAHASSEE
FLORIDA
SECRETARY OF STATE

The execution of this Certificate by the undersigned constitutes an affirmation that the facts stated herein are true.

IN WITNESS WHEREOF, the undersigned has executed this Certificate to Amendment to Articles of Incorporation of ST. ANDREWS COUNTRY CLUB, this 25th day of September, 1998.

ST. ANDREWS COUNTRY CLUB

BY: 

Marvin Schiller, President

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