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REPLY TO FORT PIERCE

May 5, 1997

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

100002169441--8  
-05/07/97--01061--009  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Attn: Amendment Section

Re: Certificate of Amendment of Articles of Incorporation  
Meadowood Master Association, Inc.

To Whom It May Concern:

Enclosed herewith, please find the "Certificate of Amendment of Articles of Incorporation" regarding the above referenced corporation. I have also enclosed a check made payable to "The Secretary of State, Division of Corporations", in the amount of \$87.50. Said sum represents the following: \$35.00 filing fee for the Amendment and \$52.50 fee for a certified copy.

Should you have any questions, please do not hesitate to contact the undersigned.

Sincerely,

Compton & Associates, P.A.

By:   
Robert J. Compton

RJC:ev

Enclosures: Certificate of Amendment - Meadowood Master Association, Inc.  
Check in the sum of \$87.50

SH 5/14 NC  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
97 MAY -7 PM 12:55  
FILED

**Certificate of Amendment  
of Articles of Incorporation  
Meadowood Master Association, Inc.**  
[F.S. 617.1002 (1) (b)]

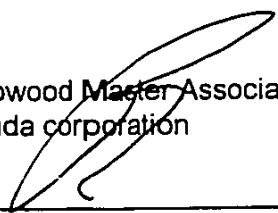
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97 MAY -7 PM 12:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

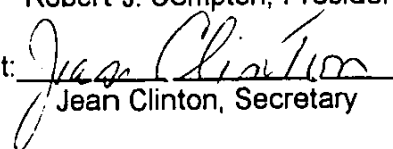
Pursuant to the provisions of Section 617.1002 (1) (b), Florida Statutes, the undersigned corporation hereby certifies:

1. The following provisions of Article I, Sec. 1 of the Articles of Incorporation of Meadowood Master Association, Inc. filed with The Florida Secretary of State on 12/21/1988, are hereby Amended as follows:
2. *The name of the corporation is Meadowood Master Association, Inc.*
3. The date of adoption by the board of directors of a resolution approving the change of name of the corporation to Panther Woods Master Association, Inc. is May 1, 1997.
4. There were no members entitled to vote and the Board of Directors upon due notice of the resolution cast the votes necessary to affirm the resolution for name change.
5. The approved resolution for name change is attached hereto as Exhibit A.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment on this the 2nd Day of May, 1997.

Meadowood Master Association, Inc.  
A Florida corporation

By:   
Robert J. Compton, President

Attest:   
Jean Clinton, Secretary

STATE OF FLORIDA )  
COUNTY OF ST. LUCIE)

BEFORE ME, the undersigned authority, personally appeared, Robert J. Compton, known to me to be the person who executed the foregoing Certificate of Amendment of Articles of Incorporation, and he acknowledged before me that he executed such instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2nd day of May, 1997.

*Evelyn Vazquez*

Notary Public, State of Florida at Large  
My Commission Expires:



Evelyn Vazquez  
MY COMMISSION # CC616434 EXPIRES  
February 2, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA )  
COUNTY OF ST. LUCIE)

BEFORE ME, the undersigned authority, personally appeared, Jean Clinton, known to me to be the person who executed the foregoing Certificate of Amendment of Articles of Incorporation, and she acknowledged before me that she executed such instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 4th day of May, 1997.

*Evelyn Vazquez*

Notary Public, State of Florida at Large  
My Commission Expires:



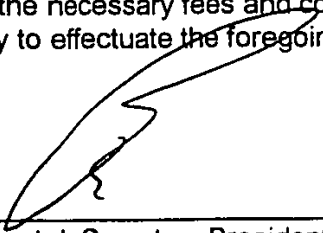
Evelyn Vazquez  
MY COMMISSION # CC616434 EXPIRES  
February 2, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

## Resolution Changing Corporation Name

Pursuant to F.S. 617.1002 (1) (b) the following resolution was approved on May 1, 1997, in accordance with Articles V and XII of the Articles on Incorporation of Meadowood Master Association, Inc., formerly known as Monte Carlo Country Club Master Association, Inc.

### RESOLVED AS FOLLOWS:

1. That the name of the corporation be changed to that of Panther Woods Master Association, Inc.
2. That the President and Secretary be and they hereby are authorized and directed to execute Articles of Amendment of the Articles of Incorporation and to have said instrument filed in the office of the Secretary of State in Tallahassee, Florida.
3. That the Secretary be and she hereby is authorized to execute a Certificate of Amendment of the Bylaws of this corporation evidencing the change of the corporate name as authorized hereby and to affix said certificate to the bylaws of this corporation.
4. That the President and Secretary be and they hereby are authorized and directed to execute any further documents, pay the necessary fees and costs, and do any and all things that may be necessary to effectuate the foregoing resolutions.

  
\_\_\_\_\_  
Robert J. Compton, President  
Meadowood Master Association, Inc.

FILED  
97 MAY - 7 PM 12:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA