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April 22, 1997

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

Re: Bocaire Country Club, Amendment to Articles of Incorporation

Dear Sir or Madam:

Enclosed please find the original and one of the Certificate of Amendment with regard to the Bocaire Country Club Articles along with a check in the amount of \$35.00 representing your fee for filing same. Please file and return a conformed copy to my office for my files. Thank you for your assistance in this matter.

Very truly yours,

WEISS & HANDLER, P.A.



HENRY B. HANDLER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 25 AM 9:06

HBH/jdn
Enc.

cc: Walter E. Sloan, Pres.

c:\hbh\bocaire\fl-corp.1

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*****35.00 *****35.00

Amended
MAY 1 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 25 AM 9:06

**CERTIFICATE OF AMENDMENT TO
ARTICLES OF INCORPORATION OF BOCAIRE COUNTRY CLUB, INC.**

THIS IS TO CERTIFY:

1. The attached Exhibit "A" is a true and correct copy of the amendment to the Articles of Incorporation of BOCAIRE COUNTRY CLUB which was duly adopted by the members of the Bocaire Country Club at a special meeting held on March 16, 1997, in accordance with the requirements of the Bocaire Country Club's By-Laws.

The adoption of the attached amendment appears upon the minutes of the above-cited meeting and is unrevoked.

EXECUTED AT Boca Raton, Florida, this 14 day of April, 1997.

Signed, sealed and delivered
in the presence of:

Shirley G. Aylor
Signature

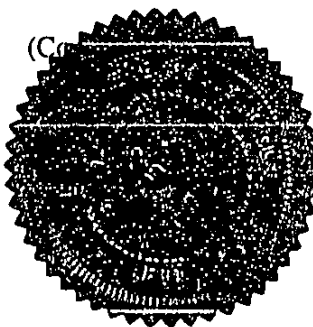
Shirley G. Aylor
Printed Name of Witness

Doris Brand
Signature

DORIS BRAND
Printed Name of Witness

BOCAIRE COUNTRY CLUB, INC.

By: [Signature]
President



STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

THE FOREGOING CERTIFICATE OF AMENDMENT was acknowledged before me,
under oath, this 14 day of April, 1997, by BARRY BERGER, as President of Bocaire
Country Club, Inc., who is personally known to me and who did take an oath.

Karen A Garcia
NOTARY PUBLIC

KAREN A GARCIA
Printed Name of Notary

(Seal)



KAREN A. GARCIA
My Comm Exp. 01/01/98
Bonded By Service Ins
No. CC242717
#1 Personally Known 11 Other I.D.

Page Two of Two

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PROPOSED AMENDMENTS OF ARTICLES OF INCORPORATION OF BOCAIRE COUNTRY CLUB

(Shadowed areas are proposed deletions;
underscored words are new provisions.)

ARTICLE XI VOTING RIGHTS

The voting power of the membership shall be vested in the members. There shall be no proxy voting. All voting shall be in person or by absentee ballot. Each family membership shall count as one (1) vote. Each other entity membership shall count as one (1) vote. In the event that a husband and wife are in disagreement concerning the casting of the vote for the family, they may elect to each cast a one-half ($\frac{1}{2}$) vote. The voting powers of the members shall be limited to the powers set forth herein and in the By-Laws. Notwithstanding anything to the contrary contained herein, FPA shall have one-half ($\frac{1}{2}$) the number of votes of a full membership for each membership which it owns.