



THE UNITED STATES
CORPORATION
COMPANY

A29569

ACCOUNT NO. : 072100000032

REFERENCE : 151263 4320888

AUTHORIZATION :

COST LIMIT : PPD

ORDER DATE : March 1, 1999

ORDER TIME : 10:18 AM

ORDER NO. : 151263-010

CUSTOMER NO: 4320888

CUSTOMER: Ms. April Haley
Livingston Patterson
46 N. Washington Blvd.

Sarasota, FL 34236

300002790233--4

-03/01/99--01066--007

*****52.50 *****52.50

DOMESTIC AMENDMENT FILING

NAME: VENICE GOLF AND COUNTRY CLUB,
LTD.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria Stephens

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -5 PM 4:45

3/K 3/5/99

RECEIVED
99 MAR -1 AM 11:27
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 1, 1999

MARIA STEPHENS
CSC NETWORKS
TALLAHASSEE, FL

SUBJECT: VENICE GOLF AND COUNTRY CLUB, LTD.
Ref. Number: A29569

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -5 PM 4:45

RESUBMIT

Please give original
submission date as file date.

We have received your document for VENICE GOLF AND COUNTRY CLUB, LTD. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED the \$52.50 payment sent with this filing.

This partnership has not yet filed its 1999 Annual Report. The A.R. was supposed to have been filed before Dec. 31, 1998.

Please return your AMENDMENT with a completed Annual Report and the necessary fees.

ALSO, please note that our records indicate that the general partner of this partnership is -- CARM, INC.

If the general partner has been changed to HANSON, INC., that will have to be mentioned in the AMENDMENT, and HANSON, INC. will have file its incorporation papers with the Division of Corporations.

Please note -- perhaps you are in the process of changing the name of CARM, INC. to HANSON, INC. If so, the general partner's name change should be mentioned on the limited partnership amendment, and the amendment to change the corporation's name would have to be filed before the limited partnership AMENDMENT could be filed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 199A00009269

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -5 PM 4:45

**CERTIFICATE OF AMENDMENT TO
CERTIFICATE OF LIMITED PARTNERSHIP OF
VENICE GOLF AND COUNTRY CLUB, LTD.**

The undersigned, a general partner of VENICE GOLF AND COUNTRY CLUB, LTD., a Florida limited partnership, certifies and states that:

1. The name of the limited partnership is VENICE GOLF AND COUNTRY CLUB, LTD.

2. The Certificate of Limited Partnership was filed with the Secretary of State on January 25, 1990. It was previously amended by a Certificate of Amendment on March 26, 1991, and by a Certificate of Amendment on November 1, 1991.

3. Section 1 of the Certificate of Limited Partnership is amended to read as follows:

1. Name of Limited Partnership: The name of the Limited Partnership is ELCOVE, LTD.

4. Section 4 of the Certificate of Amendment to Certificate of Limited Partnership is amended to read as follows:

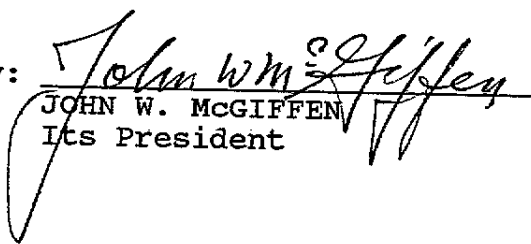
4. General Partner: The name and business address of the General Partner in the limited partnership is as follows:

<u>Name</u>	<u>Business Address</u>
Hanson, Inc. a Florida corporation	109 Overlea Way Venice FL 34292

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to the Certificate of Limited Partnership this 23rd day of February, 1999.

HANSON, INC., a Florida
corporation, as General
Partner

By:


JOHN W. MCGIFFEN
Its President