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OLMSTEAD & OLMSTEAD, L.L.C.
Attorneys

646 South McKenzie Street, Suite 118

Foley, Alabama 36535

Telephone (334) 943-4000 Facsimile (334) 943-4004

Email: cdolmstead@aol.com

Craig D. Olmstead
Admitted in Alabama and Florida

Rosanne L. Olmstead
Admitted in Florida only

MJM : 5/18
May 8, 2001

The Division of Corporations
Florida Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

A94-1885

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-05/15/01--01020--001
*****52.50 *****52.50

Re: Recreation Management Company, LTD.

Dear Sir or Madame:

Please file the enclosed *original* Amended Certificate of Limited Partnership of Recreation Management Company, LTD., along with the filing fee of \$52.50. This amendment is made to correct the name of the General Partner and the Registered Agent, which was incorrectly stated as RMV, Inc. in the Certificate of Limited Partnership. The correct General Partner and Registered Agent is RMV Florida Venture, Inc. RMV Florida Venture, Inc. is a Florida corporation also located at 1125 Highway 98, Destin Florida. (RMV, Inc. is apparently a North Miami Beach corporation and has no connection whatsoever to Recreation Center Management Company, LTD. or RMV Florida Venture, Inc.) As the *original* Certificate listed RMV, Inc. as a General Partner, we are filing this amendment to correct that mistake. Also enclosed is a copy of the letter we received from your office dated April 10, 2001, which returned the *original* Certificate of Cancellation of Recreation Center Management Company, LTD. Please file this amendment and the cancellation.

Thank you for your assistance in this matter.

Very truly yours,


Craig D. Olmstead, Esq.

CDO/akk
Cc: Vic Barrett
Enclosures

FILED
01 MAY 18 PM 5:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP

OF

RECREATION CENTER MANAGEMENT COMPANY, LTD.

The undersigned, pursuant to the provisions of Section 620.108 of the Florida Statutes,
hereby certifies and swears in this Amended Certificate of Limited Partnership to the following:

ARTICLE I - NAME.


The name of the Limited Partnership is:

RECREATION CENTER MANAGEMENT COMPANY, LTD. (the "Partnership")

ARTICLE II - REGISTERED AGENT.

The name and address of the Registered Agent for the Partnership is:

RMV Florida Venture, Inc.
1125 Highway 98 East
Destin, Florida 32541


(Signature of Officer)

Victor Barrett, President
(Type Name and Title of Officer)

ARTICLE III - MAILING ADDRESS.

The business address is as follows:

1125 Highway 98 East
Destin, Florida 32541

FILED
01 MAY 18 PM 5:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV - DISSOLUTION DATE.

The latest date upon which the Partnership is to dissolve is December 31, 2009

ARTICLE V - GENERAL PARTNER.

Name of General Partner: RMV Florida Venture, Inc. V 36689

Specific Address: 1125 Highway 98
Destin, Florida 32541

IN WITNESS WHEREOF, the General Partner has caused this Amended Certificate of
Limited Partnership to be executed in Pigeon Forge, Tennessee, this 2nd day of MAY
2001.

RMV Florida Venture, Inc.,
a Florida corporation,
General Partner

By: Victor Barrett
Victor Barrett, President

STATE OF TENNESSEE)
COUNTY OF SEVIER)

The foregoing Amended Certificate of Limited Partnership of Recreation Center
Management Company, LTD. was acknowledged before me this 2 day of May
2001, by Victor Barrett who is personally known to me and known to me to be the President of RMV
Florida Venture, Inc., a Florida corporation.

(SEAL)

Dwinita Lovejoy
Print Notary Name: Dwinita Lovejoy
Notary Public State of Tennessee

My commission expires: 10/28/2002

ACCEPTANCE BY REGISTERED AGENT

Pursuant to Sections 620.105 and 620.192 of the Florida Statutes, the undersigned accepts appointment as Registered Agent for Recreation Center Management Company, LTD., a Florida limited partnership, and accepts all obligations imposed on it as such under Florida law.

Executed this 2nd day of MAY 2001.



Victor Barrett