

# A95000001978

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February 14, 2002

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

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-02/18/02--01091--011  
\*\*\*105.00 \*\*\*105.00

RE: Certificate of Amendment for Fairway Isles, Ltd.

Dear Ladies and Gentlemen:

A95-1978

Enclosed please find the Certificate of Amendment of Limited Partnership of Fairway Isles, Ltd., submitted to you for filing with the office of the Florida Secretary of State, along with check in the amount of \$105.00 representing the filing fee and cost of one (1) certified copy..

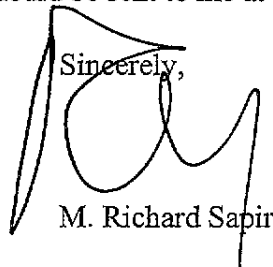
Should you have any questions, please feel free to contact me at:

M. Richard Sapir  
Kaye Scholer, LLP  
777 S. Flagler Drive  
Suite 900 - West Tower  
West Palm Beach, FL 33401  
(561) 802-3230

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DIVISION OF CORPORATIONS  
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The certified copy and any acknowledgments should be sent to me at the above address, as well.

Sincerely,



M. Richard Sapir

MRS/lmf  
Enclosures

cc: Mr. Harry Rauch (w/out enclosures, via facsimile)





FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 22, 2002

M. RICHARD SAPIR  
KAY SCHOLER, LLP  
777 S. FLAGLER DR., STE. 900 - WEST TWR  
WEST PALM BEACH, FL 33401

SUBJECT: FAIRWAY ISLES, LTD.  
Ref. Number: A95000001978

We have received your document for FAIRWAY ISLES, LTD. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

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) 245-6958.

Lee Rivers  
Document Specialist

Letter Number: 602A00011061

# KAYE SCHOLER LLP

M. Richard Sapir, Esq.  
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February 28, 2002

Mr. Lee Rivers  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Fairway Isles, Ltd.  
Reference #: A95000001978

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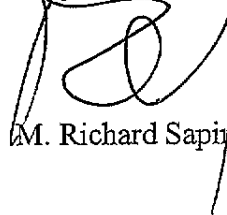
Dear Mr. Rivers:

In accordance with our discussions, enclosed herewith please find revised documents, changing the name of "Fairway Isles, Ltd." to "PBG Homes, Ltd."

Likewise enclosed please find copy of your letter to me dated February 22, 2002 relative to the captioned.

Should you have any questions regarding the enclosures or require anything further to effect this name change, please contact me upon receipt hereof.

Very truly yours,



M. Richard Sapir

MRS/lmf  
Enclosures

cc: Mr. Harry Rauch (w/enc. via facsimile)

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WRITTEN CONSENT  
OF THE GENERAL PARTNER  
AND LIMITED PARTNER  
OF  
FAIRWAY ISLES, LTD.

The undersigned, the general partner and limited partner of Fairway Isles, Ltd., a Florida limited partnership (the " Partnership"), hereby consent to the taking of the following actions and hereby adopt, by written consent in lieu of meeting, the following resolutions pursuant to Section 620.127 of the Florida Revised Uniform Limited Partnership Act:

WHEREAS the general partner and the limited partner of the Partnership have determined that it be advisable and in the best interest of the Partnership to amend its certificate of limited partnership so as to change the Partnership 's name to "PBG Homes, Limited. " (The "Certificate Amendment");

NOW THEREFORE IT IS:

RESOLVED, that the general partner and the limited partner of the Partnership hereby approve the Certificate Amendment of the Partnership in substantially the form set forth in the Certificate of Amendment, attached hereto as Annex A, changing the name of the Partnership to "PBG Homes, Limited. ", and declare the Certificate Amendment advisable and in the best interests of the Partnership;

RESOLVED, that the execution of the Certificate Amendment and the filing thereof with the Secretary of State of the state of Florida by the general partner of the partnership is hereby approved by the Partnership;

RESOLVED, that the general partner and the limited partner of the Partnership be and hereby are, authorized to take any and all actions, and to enter into, execute, deliver and perform any and all such other and further consents, certificates, agreements and documents, including, without limitation, the Certificate Amendment, as the general partner or the limited partner deem necessary, proper or desirable to carry out and effectuate the intent and purposes of the foregoing resolutions;

RESOLVED, that any and all acts and things heretofore or hereafter done in the name of, and on behalf of the Partnership by any one or more of its partners and any consents, certificates, agreements and

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other documents entered into, executed, delivered and performed by any one or more of the partners of the Partnership, for, and on behalf of the Partnership as they deemed necessary or appropriate to carry out and effectuate the intent or purposes of the foregoing resolutions are hereby authorized, adopted, approved and ratified in all respects.

Dated as of February \_\_, 2002

**FAIRWAY ISLES, INC.,**  
**General Partner**

By: 

Name: **HARRY RAUCH**  
Title: **PRES.**

**NORMANDY HARIS, INC.,**  
**Limited Partner**

By: 

Name: **HARRY RAUCH**  
Title: **PRES.**

**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF LIMITED PARTNERSHIP  
OF  
FAIRWAY ISLES, LTD.**

Pursuant to the provisions of section 620.109 of the Florida Revised Uniform Limited Partnership Act, the undersigned, a Florida limited partnership (the "Partnership"), whose certificate of limited partnership was filed with the Florida Department of State on December 19, 1995 (the "Certificate of Limited Partnership"), hereby adopts the following certificate of amendment to the Certificate of Limited Partnership:

**FIRST:** The Partnership hereby amends its Certificate of Limited Partnership as follows:

Article 1 of the Certificate of Limited Partnership, relating to the name of the Partnership, is hereby amended to read in its entirety as follows:

"1. The name of the Partnership is PBG Homes, Limited (the "Partnership")."

**SECOND:** This certificate of amendment shall be effective at the time of its filing with the Florida Department of State.

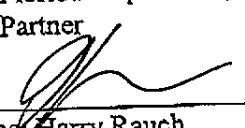
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IN WITNESS WHEREOF, the undersigned has executed this certificate of amendment  
this \_\_\_\_th day of February, 2002.

**FAIRWAY ISLES, LTD.**, a Florida  
limited partnership

By: FAIRWAY ISLES, INC., a  
Florida corporation, its General  
Partner

By:   
Name: Harry Rauch

Title: **PRES.**

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