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Morrison, Morrison & Mills, P.A.

ATTORNEYS AT LAW

1200 WEST PLATT STREET

SUITE 100

TAMPA, FLORIDA 33606

THOMAS K. MORRISON

SUSAN B. MORRISON*

FREDERICK J. MILLS

JAMES E. HOLMES, JR.

JACKIE L. FULFORD

TELEPHONE (813) 258-3311

TELECOPIER (813) 258-3209

*ADMITTED IN FLORIDA AND NEW YORK

March 11, 1997

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-03/13/97--01085--014

*****593.75 *****52.50

Florida Secretary of State
Division of Corporations
Attn: Limited Partnership Section (Diane Cushing)
409 E. Gaines Street
Tampa, Florida 32399

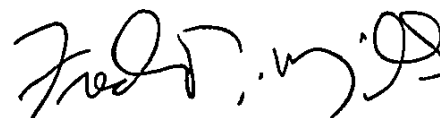
Re: Amended and Restated Certificate of Limited Partnership
One Up Golf Sarasota, Ltd. to One Up Golf Gwinnett, Ltd.

Dear Ms. Cushing:

Pursuant to my conversation with your office, enclosed please find the revised Annual Report for One Up Golf Sarasota, Ltd., along with a check in the amount of \$593.00 representing \$52.50 in fees which are due on the the Amended and Restated Certificate of Limited Partnership which is enclosed, and \$541.25 for the annual report fee.

Upon receipt and review, should you have any questions, please do not hesitate to call.

Sincerely,



Frederick J. Mills

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 12 PM

Name	3/12/97
Availability	dec
Unit	FJM/pnp
Enclosure	DCC
Adjudgement	DCC
2. Verifier	---

P.S. Also enclosed is a copy of the Amended & Restated Certificate that I request you date stamp and return to me in the envelope provided.
Thanks

name change & changing
yo

FILING 52.50
R. AGENT FEE _____
C. COPY _____
TO: _____
N. BANK _____
BALANCE DUE _____
REFUND _____

AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP
OF ONE UP GOLF SARASOTA, LTD., CHANGING ITS NAME TO
ONE UP GOLF GWINNETT, LTD.

1. The limited partnership currently named ONE UP GOLF SARASOTA, LTD. is hereby changed as follows:

ONE UP GOLF GWINNETT, LTD.

2. The general partner which is currently ONE UP GOLF OF SARASOTA, INC., is hereby changed to ONE UP GOLF OF GWINNETT, INC.

3. The mailing address of the limited partnership's office is changed to:

c/o One Up Golf of Gwinnett, Inc.
8405 Sunstate Street
Tampa, Florida 33634

4. The name and address of the agent for service of process is:

Frederick J. Mills, Esquire
c/o Morrison, Morrison & Mills, P.A.
1200 W. Platt Street, Suite 100
Tampa, Florida 33606

5. The principal place of business of the partnership is changed to:

2385 Pleasant Hill Road
Duluth, Georgia 30136

6. The effective date of the limited partnership is:

October 8, 1996

7. The Certificate of Limited Partnership for ONE UP GOLF SARASOTA, LTD. was originally filed with the Florida Secretary of State is:

October 8, 1996

8. The latest date upon which the limited partnership is to dissolve, wind-up, and liquidate is:

September 30, 2016

This Amended and Restated Certificate of Limited Partnership of ONE UP GOLF SARASOTA, LTD., changing its name to ONE UP GOLF GWINNETT, LTD., has been executed on the 11th day of March, 1997. By such execution, the new general partner whose signature is set forth below hereby affirms, under the penalties of perjury, that the facts stated herein are true, and this Amended and Restated Certificate of Limited Partnership is duly executed and filed in accordance with Section 620.109 Florida Statutes.

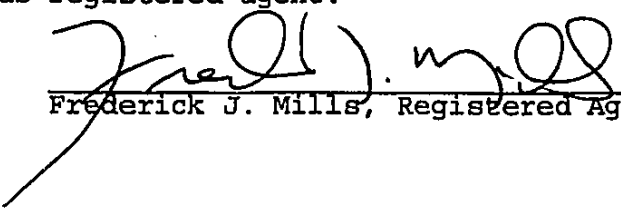
ONE UP GOLF GWINNETT, LTD.,
a Florida limited partnership

By: ONE UP GOLF OF GWINNETT, INC.,
a Florida corporation, its
general partner

By: Kenneth L. Sellers
Kenneth L. Sellers, its
President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
9 MAR 12 PM 2:16

Having been designated as registered agent and to accept service of process for the above stated partnership at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Frederick J. Mills, Registered Agent

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DIVISION OF CORPORATIONS
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