

Morrison, Morrison & Mills, P.A.

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\*ADMITTED IN FLORIDA AND NEW YORK

May 28, 1997

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

500002198375--9  
-06/02/97--01146--001  
\*\*\*\*\*52.50 \*\*\*\*\*52.50

**Re: Name Change for One Up Golf Gwinnett, Ltd.**

Dear Sir or Madam:

Enclosed please find one original and one copy of the Amended and Restated Certificate of Limited Partnership of One Up Golf Gwinnett, Ltd. The certificate changes the name of the partnership to "One Up Golf Buckhead, Ltd." Also enclosed is this firm's check in the amount of \$52.50 for filing fee.

At your earliest convenience, please file the original certificate and return the copy to this office with a notation or stamp indicating that the original has been filed. A stamped, self-addressed envelope has been provided for this purpose.

Thank you for your assistance in this matter. Should you have any questions, please give me a call.

Respectfully,

James E. Holmes, Jr.

A96000001871

Name	
Availability	
Enclosures:	
Document	
Examinee	Original certificate
	Duplicate certificate
	Filing fee
	SASE
cc:	Fred Mills,
John Wedgeman	Kenny Sellers
Verifier	

name change

FILED  
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FBI - MEMPHIS

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

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

ONE UP GOLF BUCKHEAD, LTD.

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

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

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

PA 70000 46424

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 remains:

8405 Sunstate Street  
Tampa, Florida 33634

6. The effective date of the limited partnership is:

October 8, 1996

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

October 8, 1996

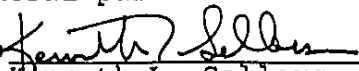
8. The latest date upon which the limited partnership is to dissolve, wind-up, and liquidate is:

September 30, 2016

This Amended and Restated Certificate of Limited Partnership of ONE UP GOLF GWINNETT, LTD., changing its name to ONE UP GOLF BUCKHEAD, LTD., has been executed on the 28th day of May, 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.

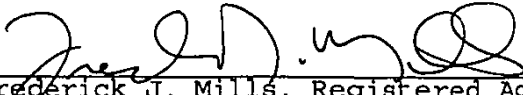
ONE UP GOLF BUCKHEAD, LTD.,  
a Florida limited partnership

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

By:   
Kenneth L. Sellers, its  
President

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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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