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ACCOUNT NO.

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REFERENCE

952320

149697A

AUTHORIZATION

COST LIMIT

ORDER DATE :

September 4, 1998

ORDER TIME :

11:02 AM

ORDER NO. :

952320-010

CUSTOMER NO:

CUSTOMER: Karen M. Brown, Legal Asst

Swann Hadley Denion & Alvarez,

1031 W. Morse Boulevard

Suite 270

Winter Park, FL 32789

100002633381

DOMESTIC AMENDMENT FILING

NAME:

THE PALMS COUNTRY CLUB AND

RESORT, LTD.

EFFICTIVE DATE:

ARTICLES OF AMENDMENT RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

CERTIFICATE OF AMENDMENT TO CERTIFICATE OF LIMITED PARTNERSHIP OF THE PALMS COUNTRY CLUB AND RESORT, LTD.

ON SECOND TO SANTONS

Pursuant to the provisions of Section 620.109, Florida Statutes, this Florida limited partnership amends its certificate of limited partnership and states as follows:

- 1. The name of the limited partnership is The Palms Country Club and Resort, Ltd.
- 2. The Certificate of Limited Partnership was filed with the Secretary of State Division of Corporations on September 29, 1997.
- 3. The amendments to the Certificate of Limited Partnership of The Palms Country Club and Resort, Ltd. is as follows:
- 1, 2, 4 and 6 are hereby deleted in their entireties and the following are substituted therefor:
- 1. The name of the partnership is: Franklin Resort, Ltd.
- 2. The business address of the limited partnership is 2201 Sand Hill Road, Kissimmee, Florida 34747.
- 4. The mailing address of the limited partnership is 2201 Sand Hill Road, Kissimmee, Florida 34747.
- 6. The name and business address of the sole General Partner is:

Franklin Resort, Inc. f/k/a The Palms Country Club and Resort, Inc. 2201 Sand Hill Road Kissimmee, Florida 34747

Se St. J. P. H. OS

Signed as of the \mathcal{S}_{H} day of May, 1998.

Signature of Sole General Partner

Franklin Resort, Inc. f/k/a The Palms Country Club and Resort, Inc.

BY:

Jeffrey C. Unnerstall

Præsident

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