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ACCOUNT NO. : 072100000032

REFERENCE : 644319 4802598

AUTHORIZATION : *Patricia Piggett*

COST LIMIT : \$ 55.00

ORDER DATE : February 12, 2002

ORDER TIME : 3:17 PM

ORDER NO. : 644319-010

CUSTOMER NO: 4802598

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CUSTOMER: Frank E. Dietrick, Paralegal
Dilworth, Paxson LLP
3200 Mellon Bank Cntr.
1735 Market Street
Philadelphia, PA 19103

DOMESTIC AMENDMENT FILING

NAME: SOUTHERN MARSH GOLF CLUB, L.C.

EFFECTIVE DATE:

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115
EXAMINER'S INITIALS:

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TALLAHASSEE, FLORIDA
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OB
2-13-02

AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
SOUTHERN MARSH GOLF CLUB, L.C.

ARTICLE I – Name:

The name of the limited liability company is Southern Marsh Golf Club, L.C.

ARTICLE II – Address:

The mailing address and street address of the principal office of the Limited Liability Company is: 4141 Collier Boulevard, Naples, FL 34114.

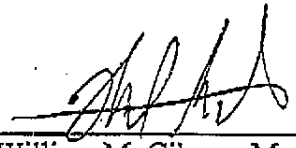
ARTICLE III – Registered Agent and Registered Office:

The name of the registered agent of the Limited Liability Company is John P. Cardillo, Esq. The Florida street address of the registered office of the Limited Liability Company is: 3550 East Tamiami Trail, Naples, FL 34112.

The date of filing of the original Articles of Organization with the Department of State is August 8, 2000.

These Amended and Restated Articles of Organization were duly executed and are being filed in accordance with Section 608.411 of the Florida Limited Liability Company Act.

Dated: February 12, 2002



William M. Gibson, Member

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FEBRUARY 12, 2002
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