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REFERENCE : 670540 4802598

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 55.00

ORDER DATE : July 19, 2002

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ORDER NO. : 670540-005

CUSTOMER NO: 4802598

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

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TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: SOUTHERN MARSH GOLF CLUB, L.C.

EFFECTIVE DATE:

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XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar -- EXT# 1124

EXAMINER'S INITIALS:

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02 JUL 22 PM 1:56
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**SECOND 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: 770 Godfrey Road, Villanova, PA 19085.

ARTICLE III - Registered Agent and Registered Office:

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

ARTICLE IV - Management:

The Limited Liability Company shall be managed by one (1) manager. The name and address of the Manager is: The Albermarle Group, LP, LLLP, 770 Godfrey Road, Villanova, PA 19085.

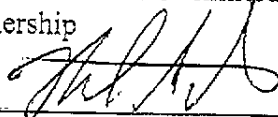
The date of filing of the original Articles of Organization with the Department of State is August 8, 2000.

The date of filing of the Amended and Restated Articles of Organization with the Department of State is February 12, 2002.

These Second 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: July 15, 2002

SOUTHERN MARSH GOLF CLUB, L.C.,
a Florida limited liability company,
By its Manager and the Class A Member
holding a majority of Class A Membership
Interests, THE ALBERMARLE GROUP,
LP, LLLP, a Delaware limited liability
limited partnership

By: 
William M. Gibson, General Partner

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