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HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

ATTORNEYS AT LAW
ONE INDEPENDENT DRIVE, SUITE 2301
JACKSONVILLE, FLORIDA 32202-5059

H. LEON HOLBROOK
EDWARD C. AKEL
KATHLEEN HOLBROOK COLD
DANIEL D. AKEL
H. LEON HOLBROOK, III
JOHN R. STIEFEL, JR.
THOMAS R. RAY

TELEPHONE
(904) 356-6311

March 23, 2001

MJH

FACSIMILE
(904) 356-7330

LOI-3849

Secretary of State
Corporations Division
The Capitol
P. O. Box 6327
Tallahassee, Florida 32314

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-03/26/01--01126--005
*****25.00 *****25.00

Re: Amended Articles of Organization
     of St. Johns Bluff Golf, L.L.C.
     Check for $25.00

Dear Ladies and Gentlemen:

We enclose the referenced corporate instrument, in duplicate, together with our check in the amount of $25 for your fee for filing and furnishing an acknowledgement copy to us.

Please advise us, in writing, of the approval and filing of these instruments and return acknowledgement copies to the undersigned. Please advise us if you require anything further.

Thank you for your assistance and cooperation.

Very truly yours,

EDWARD C. AKEL

ECA/gp
Enclosures

cc: Edward Witten, Attorney
     Mr. Fred A. Akel

01 MAR 26 PM 5:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
ST. JOHNS BLUFF GOLF, L.L.C.

This limited liability company hereby files these Articles of Amendment as follows:

1. The name of the limited liability company is ST. JOHNS BLUFF GOLF, L.L.C.

2. The date of filing of the Articles of Organization originally was March 13, 2001.

3. The amendment to the Articles of Organization is as follows:

> Article I is amended to change the mailing address and principal office address to 339 East Forsyth Street, Jacksonville, Florida 32202.

> Article III is amended to change the street address and mailing address of Edward Witten, Attorney to 339 East Forsyth Street, Jacksonville, Florida 32202.

4. Except as amended hereby, the Articles of Organization of this limited liability company shall continue in full force and effect.

DATED this __21st__ day of __March__, 2001.

ST. JOHNS BLUFF GOLF, L.L.C.
Member and Resigning Manager

By: _____
      Edward Witten, President