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H. LEON HOLBROOK, III

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February 22, 2002

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

Re: Amendment to Articles of Organization
of St. Johns Bluff Golf, LLC
Check for \$25.00

000005001170--9

-02/25/02--01070--010

*****25.00 *****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: Mr. Fred A. Akel

02 FEB 25 PM 3:14
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L01-3849
AR

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

This limited liability company hereby files these Articles of Amendments follows:

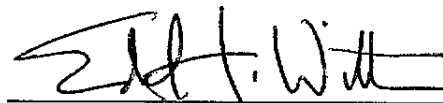
1. The name of the limited liability company is ST. JOHNS BLUFF GOLF, L.L.C.
2. The date of filing of the Articles of Organization originally was March 13, 2001.
3. The amendment to the Articles of Organization is as follows:

Article I is amended to change the mailing address and principal office address to c/o Fred A. Akel, 2205 St. Johns Bluff Road, Jacksonville, Florida 32225.

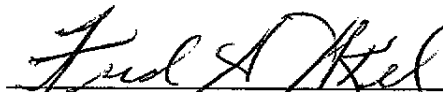
Article III is amended to change the name, address and mailing address of the Manager to: The name of the Manager is Fred A. Akel, and his street address is 2205 St. Johns Bluff Road, Jacksonville, Florida 32225, and his mailing address is Post Office Box 51441, Jacksonville Beach, Florida 32240-1408.

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

SIGNED this 13th day February, 2002, by the resigning Manager and former member and by the new Manager and Member.



EDWARD WITTEN, former Member and
resigning Manager



FRED A. AKEL, new Member and Manager

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 FEB 25 PM 3:15

FILED