

L03000030865

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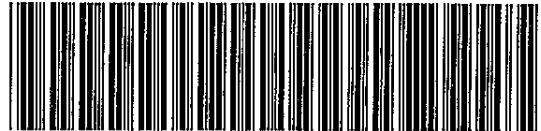
Greg Davis  
P.O. Box 511088  
Melbourne Beach, FL 32951

(Document Number)

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TALLAHASSEE, FLORIDA

J. BRYAN DEC - 3 2003

**ARTICLES OF AMENDMENT TO  
ARTICLES OF ORGANIZATION OF  
CARMARTHENSHIRE INVESTMENT, LLC**  
(A Florida Limited Liability Company)

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**FIRST:** The date of filing of the articles of organization was August 19, 2003, file number L03000030865.

**SECOND:** The following amendment(s) to the articles of organization were adopted by the Limited Liability Company:

The mailing address and street address of the principal office of the Limited Liability Company is amended to:

Powerline Golf, Inc.  
c/o Greg Davis  
PO Box 511088  
Melbourne, FL 32951

The name and the Florida street address of the registered agent is amended to:

Name: Greg DAVIS  
Address: 6503 Hwy A1A  
Address: Melbourne Beach FL 32951

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.*

By:  Greg DAVIS, Registered Agent

This Limited Liability Company is a single member Limited Liability Company. Ownership of the Limited Liability Company is transferred to, and the sole member of the Limited Liability Company is changed to:

Powerline Golf, Inc.

Dated November 17, 2003.



Daniel E. McCabe, Manager

**Assignment of Membership Interest  
Of  
CARMARTHENSHIRE INVESTMENT, LLC**

Whereas Carmarthenshire Investment, LLC, a single member single asset limited liability company formed on August 19, 2003 and registered in the State of Florida, owns certain assets which Powerline Golf, Inc. (Assignee) desires to acquire to complete its 1031 exchange;

And whereas Shamrock Holdings Group, LLC, (Assignor) single member/manager of Carmarthenshire Investment, LLC and Assignee have agreed on a mutually agreeable purchase price for the transfer of ownership of Carmarthenshire Investment, LLC and its assets and liabilities;

And whereas Assignor desires to transfer ownership of Carmarthenshire Investment, LLC and its assets and liabilities to Assignee;

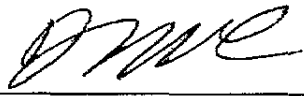
And whereas, Assignor has received good and sufficient consideration for the transfer of the ownership of Carmarthenshire Investment, LLC and all its assets and liabilities from Assignee;

Now therefore the ownership of Carmarthenshire Investment, LLC and all its assets and liabilities shall be and hereby is transferred to Assignee, and Assignee assumes ownership of Carmarthenshire Investment, LLC, its assets and liabilities;

And further, an Amendment to the Articles of Organization of Carmarthenshire Investment, LLC reflecting such change in ownership has as of this same date been prepared for filing with the Secretary of State of Florida, and Assignee has agreed to file said document reflecting said change.

Done this 17<sup>th</sup> day of November, 2003.

ASSIGNOR:  
Shamrock Holdings Group, LLC

By:   
Daniel E. McCabe  
Manager  
November 17, 2003

ASSIGNEE:  
Powerline Golf, Inc.

By:   
Greg Davis

11/17/03  
Date

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