

KEVIN MACWILLIAM  
ATTORNEY AT LAW  
1517 20TH STREET, SUITE B  
VERO BEACH, FLORIDA 32960

(561) 564-6112

FAX (561) 564-6111

April 29, 1998

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Amendments to Total Golf Construction, L.C.

Dear Sir/Madam:

Enclosed please find a Certificate of Amendment to Articles of Organization for Total Golf Construction, L.C., and a check in the amount of fifty-two dollars and fifty cents (\$52.50) for the filing fee. If you have any questions regarding the enclosed please do not hesitate to call.

Thank you for your attention to this matter.

Sincerely,

  
Kevin MacWilliam

Enc.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Availability	MBH
Document Examiner	MBH
Updater	MBH
Updater Verifier	MBH
Acknowledgement	MBH
By. P. Verifier	MBH

024-667

**CERTIFICATE OF AMENDMENT TO ARTICLES OF ORGANIZATION**

**OF**

**TOTAL GOLF CONSTRUCTION, L.C.**

The undersigned persons hereby adopt the following Amendments to the Articles of Organization of Total Golf Construction, L.C., a Florida Limited Liability Company:

- i. The name of the limited liability company is: TOTAL GOLF CONSTRUCTION, L.C., hereinafter, "Company".
- ii. The Articles of Organization were filed on December 2, 1993.

**AMENDMENTS ADOPTED BY TOTAL GOLF CONSTRUCTION, L.C.**

**ARTICLE EIGHT**

The Company shall be managed by its members, whose names and addresses are set forth below:

Larry Trenary  
1609 Rockledge Drive  
Rockledge, FL 32955

Richard Gawne  
2780 Transtide Drive  
Nanose Bay, BC V9P9E9

Robert J. Brewster  
3515 6th Place S.W.  
Vero Beach, FL 32968

George W. Atkinson  
8 Rue De Badier  
Mougins France, FL 86250

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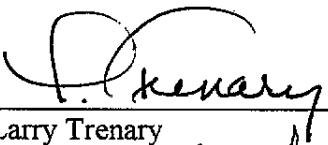

**ARTICLE TEN**

The profits and losses of the Company shall be equally allocated among the four managing members of the Company.

Prepared By:  
Kevin MacWilliam, Esq.  
1517 20th Street  
Vero Beach, FL 32960  
561-564-6112  
Fla. Bar No. 0991790

This Certificate of Amendment shall be effective at the time of its filing with the Department of State. All Articles not amended shall remain in full force and effect.

IN WITNESS WHEREOF, this Amended Article of Organization has been signed this 27 day of April, 1998.

  
Larry Trenary  
  
Robert J. Brewster

STATE OF FLORIDA                   )  
COUNTY OF BREVARD            )

The foregoing instrument was acknowledged before me this 12 day of April, 1998, by LARRY TREMARY, who is personally known to me or has produced a Florida drivers license.

  
Notary Public  
My Commission Expires:

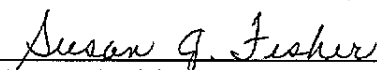


William G. Norwich  
MY COMMISSION # CC650787 EXPIRES  
September 13, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY -4 PM 2:06

STATE OF FLORIDA                   )  
COUNTY OF INDIAN RIVER      )

The foregoing instrument was acknowledged before me this 27 day of APRIL, 1998, by ROBERT J. BREWSTER, who is personally known to me or has produced a Florida drivers license.

  
Notary Public  
My Commission Expires: 12-25-2000

