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KEVIN MACWILLIAM

ATTORNEY AT LAW

1517 20TH STREET, SUITE B

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(561) 564-6112

FAX (561) 564-6113

July 23, 1998

Mr. Jeff Brewster
3515 6th Place S.W.
Vero Beach, FL 32968

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

Dear Jeff:

Per our conversation, enclosed is an Amendment to the Articles of Organization which removes George Atkinson as a member of Total Golf Construction, L.C. Because time is of the essence, you may forward the executed document to the following address:


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

500002606145--2
-08/03/98--01124--001
*****52.50 *****52.50

Enclose a check in the amount of fifty-two dollars and fifty cents (\$52.50) made payable to "Florida Dept. Of State" for the filing fee. The State will then return the Certificate of Filing to my attention. No further information is necessary.

If you have any questions, give me a call.

Sincerely,


Kevin MacWilliam

Encl.

Name	MDH
Availability	MDH
Document Examiner	MDH
Updater	MDH
Updater Verifier	MDH
Acknowledgement	MDH
P. Verifier	MDH

064-670

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -3 PM 3:57

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

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


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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 31st day of July, 1998.



Larry Trenary



Robert J. Brewster

STATE OF FLORIDA)
COUNTY OF BREVARD)

The foregoing instrument was acknowledged before me this 31st day of July, 1998, by LARRY TRENARY, who is personally known to me or has produced a Florida drivers license.



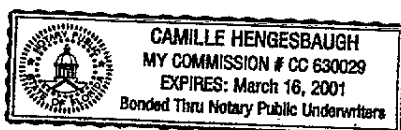
Notary Public
My Commission Expires:

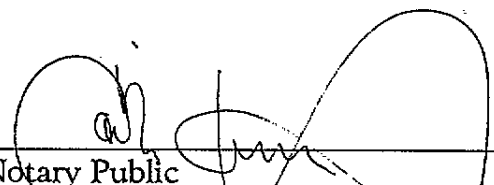


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DIVISION OF CORPORATIONS
98 AUG - 3 PM 3:58

STATE OF FLORIDA)
COUNTY OF INDIAN RIVER)

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





Notary Public
My Commission Expires: