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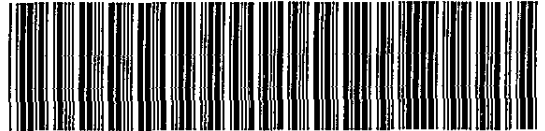
(Business Entity Name)

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MARC F. OATES, P.A.

Attorney at Law

Winfield Building
10001 Tamiami Trail North, Suite 119
Naples, Florida 34108
Telephone (239) 593-3174 / Facsimile (239) 593-3173

July 28, 2003

Florida Department of State
Division of Corporations/Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

Re: The Club Estates, LLC
Our File No.: 05-022.003

To Whom It May Concern:

Enclosed please find our check number 2723 in the amount of \$60.00 which represents payment for the following:

1. \$25.00 filing fee for attached Amended and Restated Articles of Organization;
2. \$30.00 fee for certified copy; and
3. \$5.00 fee for Certificate of Status.

Should you have any questions or need additional information, please contact this law office to discuss.

Very truly yours,



Melody L. Maybin
Paralegal for Marc F. Oates, Esq.

/mlm

Enclosures as stated

FILED
03 AUG - 1 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY
FOR
THE CLUB ESTATES, LC

FILED
03 AUG - 1 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of amending and restating a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following amended and restated Articles of Organization.

ARTICLE I
NAME

The name of the Limited Liability Company shall be changed to **THE CLUB ESTATES, LLC**, hereinafter "Company". The principal place of business shall be **4443 Club Estates Drive, Naples, Florida 34112** and the mailing address of the Company shall be **1297 N. Lewis Street, P.O. BOX 397, Glenville WV 26351-0397**.

ARTICLE II
DURATION

The Company shall have a perpetual existence, unless the Company is earlier dissolved as provided in these Articles of Organization or in the Operating Agreement.

ARTICLE III
PURPOSE AND POWERS

The general purpose for which the Company is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The name and the street address of the registered agent of the Company in the State of Florida is:

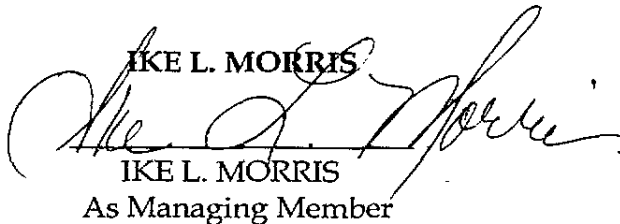
Marc F. Oates, P.A.
10001 Tamiami Trail North, Suite 119
Naples, Florida 34108

ARTICLE V
MANAGEMENT (MANAGEMENT BY MEMBERS)

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the Company are:


<u>NAME</u>	<u>ADDRESS</u>
Ike L. Morris	1297 N. Lewis Street, P.O. Box 397 Glenville, WV 26351
The Club Estates of Michigan, LLC	839 North Rochester Rd., Clawson, MI 48017

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these amended and restated Articles of Organization for the foregoing uses and purposes this 16th day of July 2003.


IKE L. MORRIS
As Managing Member

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.

Registered Agent of L.L.C.:
Marc F. Oates, P.A.

By: 
Marc F. Oates, Esq.
Its: Director/President