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*Dominique Rihs, Esq.*  
FLORIDA BAR BOARD  
CERTIFIED IN REAL ESTATE

June 2001

VIA FEDERAL EXPRESS

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

400004449354--8  
-06/28/01--01029--003  
\*\*\*\*\*25.00 \*\*\*\*\*25.00

or for Federal Express 409 E. Gaines St. 32399

RE: NAPLES EQUESTRIAN CHALLENGE CENTER, LC

L99-1810

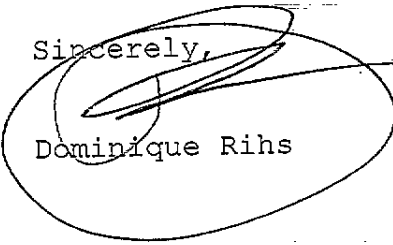
Enclosed is an original & one copy of the Amendment to Articles of Organization for the above Limited Liability Company along with the filing fee payable to the Dept of State of :

a) \$25.00 filing fee for amendment payable - Dept. of State.

FOR ANY QUESTIONS OR ADDITIONAL MATTERS PLEASE CALL THE UNDERSIGNED at (941) 643-1845.

IF FOR ANY REASON YOU CAN NOT FILE YOU CALL ATTORNEY RIHS AT 941-643-1845.

Sincerely,

  
Dominique Rihs

FILED  
JUN 28 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*Please return  
via Fed X  
enclosed.*

Enclosures: Amendment to Articles of Organization original & 1 copy & Check for \$25 to Dept of State

AMENDMENT TO ARTICLES OF ORGANIZATION OF

NAPLES EQUESTRIAN CHALLENGE CENTER, L.C.

Know all men by these presents:

The undersigned, as the sole Member of NAPLES EQUESTRIAN CHALLENGE CENTER, L.C., a Florida Limited Liability Company, does hereby certify that the following Amendment to the Articles of Organization as originally filed on MARCH 30, 1999 has been approved by 100% of the Members at a duly called meeting of the members wherein the members on June 25th, 2001 in accordance with the Articles of Organization of Naples Equestrian Challenge Center, L.C. did approve the amendment as stated herein. THUS, Article V of the Articles of Organization of NAPLES EQUESTRIAN CHALLENGE CENTER, L.C. are hereby amended as provided below. The date of adoption of this amendment is June 25th, 2001.

Strike out marks indicate language being revoked and underlined language shows language being inserted as additional language.

Article V is amended to add the following underlined language and deleted the stricken language:

Article V: The limited liability Company is to be managed by the members & the name(s) & address(es) of the managing member(s) is/are: SECOND CHANCE FOUNDATION, 300 Fifth Avenue South, #438, Naples, FL 34102. by one or more Managers, which are appointed by the Members. The Limited Liability Company is a manager-managed company.

IN WITNESS WHEREOF, the undersigned, does hereunto set his hand and cause the seal to be affixed hereto. DATED the 25th day of June, 2001.

IN WITNESS OF:

SECOND CHANCE FOUNDATION  
as sole member of NAPLES EQUESTRIAN  
CHALLENGE CENTER, L.C., a Florida  
Limited Liability Company

Witness

*Karla Conley*

BY:

*Bruce Conley*  
BRUCE CONLEY, Trustee of Second Chance  
Foundation

Witness

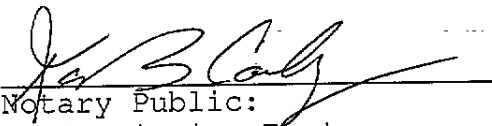
*Joe Long*

( SEAL )

FILED  
06 JUN 28 PM 2:08  
CLERK OF DISTRICT COURT  
NAPLES, FLORIDA

STATE OF ~~WISCONSIN~~ *FLORIDA*  
COUNTY OF *COLLIER*

The foregoing instrument was acknowledged before me this 25th day of June, 2001, by Bruce Conley, as Trustee of SECOND CHANCE FOUNDATION, as sole member of NAPLES EQUESTRIAN CHALLENGE CENTER, L.C., a Florida Limited Liability Company on behalf of the Foundation & on behalf of the limited liability company. Said person X is personally known to me or      produced identification of :                      & took an oath.

  
Notary Public:  
My Commission Expires:

NOTARY SEAL:



**FILED**  
01 JUN 28 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA