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ACCOUNT NO. : 072100000032

REFERENCE : 502571 3487A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 25

ORDER DATE : December 3, 1999

ORDER TIME : 12:40 PM

ORDER NO. : 502571-005

500003060715--9

CUSTOMER NO: 3487A

CUSTOMER: Troy Myers, Esq
Icard Merrill Cullis Timm
2033 Main Street, Suite 600
P. O. Drawer 4195
Sarasota, FL 34237

DOMESTIC AMENDMENT FILING

NAME: LIVE OAK PLANTATION GOLF
COURSE, L.C.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 DEC -3 PM 3:52

FILED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 DEC -3 PM 1:53

RECEIVED

ARTICLES OF AMENDMENT
OF
LIVE OAK PLANTATION GOLF COURSE, L.C.,

Pursuant to F.S. §608.411 (1999)

The purpose of this Articles of Amendment is to change the name of LIVE OAK PLANTATION GOLF COURSE, L.C., to JLN HOLDINGS, L.C.

1. Name of limited liability company.

LIVE OAK PLANTATION GOLF COURSE, L.C.

2. Date of filing the articles of organization.

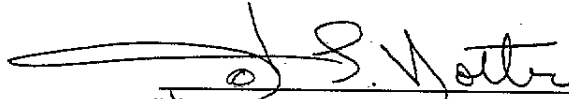
August 2, 1999

3. Amendment to the articles of organization.

The articles of organization (the "Articles") provide that the Articles may be amended from time to time by unanimous vote of the members of LIVE OAK PLANTATION GOLF COURSE, L.C. The sole member of LIVE OAK PLANTATION GOLF COURSE, L.C., voted to change the name of LIVE OAK PLANTATION GOLF COURSE, L.C., to:

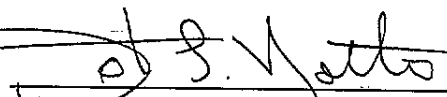
JLN HOLDINGS, L.C.

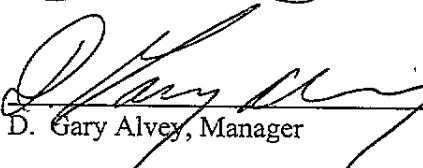
Date: December 1, 1999


John L. Notter, sole member

WE HEREBY CERTIFY that John L. Notter is the sole Member of the Company as of the date hereof.

Dated: December 1, 1999


John Notter


D. Gary Alvey, Manager

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FIRST AMENDMENT
TO THE
ARTICLES OF ORGANIZATION OF
LIVE OAK PLANTATION GOLF COURSE, L.C.

This FIRST AMENDMENT (the "First Amendment") is to be effective as of the 1st day of December, 1999.

RECITALS

1. The Articles of Organization (the "Articles") of LIVE OAK PLANTATION GOLF COURSE, L.C. (the "Company") were executed and effective as of July 30, 1999, by D.Gary Alvery, then sole member of the Company.
2. Effective September 21, 1999, John L. Notter was admitted as a full and unrestricted member of the Company and D. Gary Alvery resigned and withdrew as a member of the Company, thereby making John Notter sole member of the Company.
3. Under the terms of the Articles (Article XIV), the Articles may be amended from time to time by unanimous vote of the members of the Company.
4. The purpose of this instrument is to amend the Articles of Organization of the Company by changing the name of the Company.

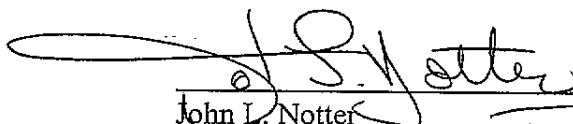
NOW THEREFORE, in consideration of the foregoing and the mutual covenants and promises contained herein, and receipt, adequacy and sufficiency of which is hereby acknowledged and stipulated, the sole member of the Company amends the Articles of Organization as follows:

1. Except to the extent modified by this Amendment, the terms and conditions of the Articles are confirmed and ratified by the members.
2. The name of the Company is hereby changed from LIVE OAK PLANTATION GOLF COURSE, L.C., to:

JLN HOLDINGS, L.C.

3. The effective date of this Amendment shall be December 1, 1999.

In witness whereof, the undersigned, as sole member of the Company, has executed this instrument intending to be bound as provided herein.



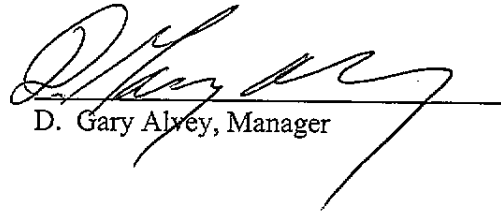
John L. Notter

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TALLAHASSEE, FLORIDA

APPROVAL OF NAME CHANGE BY NON-MEMBER MANAGER

As the sole Manager of the Company, I approve of the name change.

Dated: December 1, 1999


D. Gary Alvey, Manager

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