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May 17, 2000

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

**RE: Amended and Restated Articles of Incorporation and
Statement of Change of Registered Office or Registered Agent
(not-for-profit)**

FILED
00 MAY 22 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed for filing please find the original executed Amended and Restated Articles of Incorporation for The Collier Athletic Management Company Incorporated and a Statement of Change of Registered Office or Registered Agent or Both for Non Profit Corporation.

Please file the Amended and Restated Articles of Incorporation first and then the Statement of Change of Registered Office or Registered Agent second. Also enclosed is a check in the amount of \$78.75 representing the following fees:

\$ 35.00	filing fee for amended and restated articles
\$ 35.00	change of registered agent fee
\$ 8.75	certified copy of the articles

Please return a certified copy of the Articles in the envelope provided. Thank you for your usual courtesy.

If you have any questions, please contact me.

Very truly yours,

Colleen T. McMahon

Colleen T. McMahon, CLA
Legal Assistant for William R. O'Neill, Esq.

*Amend, Restate to N/C
b-b-00
BMS*

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE COLLIER ATHLETIC MANAGEMENT COMPANY INCORPORATED
(CHANGING NAME TO COLLIER ATHLETIC CLUB, INC.)**

FILED
00 MAY 22 PM 1:22
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned states that pursuant to a duly authorized corporate resolution and the affirmative vote of the members of THE COLLIER ATHLETIC MANAGEMENT COMPANY INCORPORATED these restated Articles of Incorporation have been adopted. The amendment was adopted by the members at a meeting held on April 17, 2000 and the number of vote cast was sufficient for approval. The Articles of Incorporation are restated in their entirety as follows.

ARTICLE I: NAME AND ADDRESS

The name of this corporation is COLLIER ATHLETIC CLUB, INC. The street address and mailing address of this corporation is 710 Goodlette Road North, Naples, Florida 34102.

ARTICLE II: PURPOSE

(a) The specific and primary purpose for which this corporation is organized is to provide social and recreational facilities for its members and an appropriate entity for the operation of an athletic club located in Collier County, Florida.

(b) The general purposes for which this corporation is formed include, but are not limited to: erection, construction, purchase, encumbrance, lease on a long term basis or otherwise, repair, improvement, maintenance, and operation of recreational, exercise, sports, game, entertainment, and dining facilities, alcoholic and non-alcoholic beverage facilities, buildings, and areas of every kind for the benefit of its members, promotion of social interaction and physical fitness among the membership in an athletic club setting, as well as exercise of any and all powers and duties necessary to operate an athletic club.

(c) This corporation is organized and shall exist on a non-stock basis as a non-profit corporation. It shall be operated exclusively for pleasure, recreation, and other non-profit purposes, and no part of any net earnings shall inure to the benefit of any member, director, or officer.

(d) This corporation shall have and exercise all rights and powers, both common and statutory, conferred upon corporations under the laws of the State of Florida, provided, however, that this corporation is not empowered to engage in any activity that in itself is not in furtherance of its purposes.

ARTICLE III: TERM

This corporation shall have perpetual existence.

ARTICLE IV: MEMBERSHIP

The authorized number, qualifications, and manner of admission of members of this corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, the liability of members for dues or assessments and the method of collection thereof, and the termination and transfer of membership shall be as set forth in the bylaws of this corporation.

ARTICLE V: MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors. The power of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of at least three directors. Directors shall be elected as provided in the Bylaws of the Corporation.

(b) The Club is indebted to certain members in the amount of approximately \$547,884.64 (principal as of March 1, 2000), namely, AFFILIATED HOME CENTERS, INC., a Missouri corporation represented by W. C. Allen, its Chairman of the Board, Henry Krehling and Jay D. Nicewonder (the debt owing to such members being hereafter referred to as the "Debt").

In exchange for the above commitments the Club has agreed that, until all monies loaned to the Club by these members have been repaid by the Club, the aforementioned members shall have the authority to nominate and elect one (1) member of the Board of Directors. Furthermore, until such time as the debt is repaid in full, notwithstanding any provision hereof or of the Bylaws to the contrary, none of the following actions shall be taken without the express consent of such Director:

- (1) Renegotiation of the term or any conditions of the Debt.
- (2) Any actions to create any default or avoid the Debt, including institution of bankruptcy proceedings, assignment for the benefit of creditors or similar actions.
- (3) Any actions to liquidate, dissolve, merge, consolidate or sell, lease, or otherwise dispose of all or substantially all of the assets of the corporation or enter into any other form of corporate reorganization.

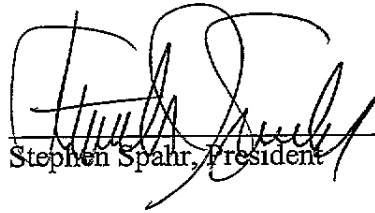
ARTICLE VI: INDEMNIFICATION

The corporation shall indemnify every Director and every officer of the corporation to the fullest extent permitted by law against all expenses and liabilities, including attorney's fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the corporation or any related entity.

ARTICLE VII: AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of voting members for their vote. Amendments may be adopted by a vote of at least a majority of a quorum of voting members of the corporation or by approval in writing of a majority of the voting members without a meeting, provided that notice of any proposed amendment has been given to the members of the Corporation, and that the notice contains a fair statement of the proposed amendment.

IN WITNESS WHEREOF the undersigned has executed these Amended and Restated Articles of Incorporation this 8th day of May, 2000.


Stephen Spahr, President

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