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George N. Klimis, P.A.

Attorney at Law

♦ L.L.M. Taxation ♦ Estate Planning ♦ Trust Administration/Probate ♦ Real Estate ♦ Corporate Law

December 27, 2000

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*****35.00 *****35.00

VIA CERTIFIED MAIL/RETURN RECEIPT

Secretary of State
Division of Corporations
Corporate Records Bureau
409 East Gaines Street
Tallahassee, FL 32399

Re: The Eagles Golf Group, Inc.

Dear Sir:

Please find enclosed two (2) original Articles of Amendment to Articles of Incorporation for The Eagles Golf Group, Inc. Also, enclosed is my client's filing fee check in the amount of \$35.00.

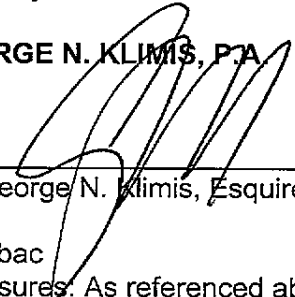
After processing and filing the original Articles of Amendment to Articles of Incorporation, please endorse your approval on the duplicate copy of the articles and forward the endorsed copy to me to be placed in my client's corporate book.

If you have any questions or comments regarding the enclosed documents, please contact me by telephone rather than returning the same.

Thank you for your attention in this matter.

Sincerely,

GEORGE N. KLIMIS, P.A.

By: 
George N. Klimis, Esquire

GNK/bac
Enclosures: As referenced above

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN -3 AM 8:35

Name change
LFT
1-10-2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

01 JAN -3 AM 8:41

ARTICLES OF AMENDMENT

OF

THE EAGLES GOLF GROUP, INC.

The undersigned Corporation, in accordance with the Florida General Corporation Act and its Bylaws, hereby adopts the following Articles of Amendment:

ARTICLE I: NAME

The name and address of the Corporation is: **THE EAGLES GOLF GROUP, INC., 16101 Nine Eagles Drive, Odessa, Florida 33556.**

ARTICLE II: AMENDMENT

Article I of this Corporation's Articles of Incorporation is hereby amended (the "Amendment"), in its entirety, so as to read after Amendment, as follows:

ARTICLE I: NAME AND ADDRESS

The name and address of the Corporation shall be: **GOLF VACATIONS IN TAMPA BAY, INC., 16101 Nine Eagles Drive, Odessa, Florida 33556.**

ARTICLE III: ADOPTION

The Amendment has been adopted and approved by consent of all of the Directors and Shareholders of the Corporation pursuant to 607.1002 Florida Statutes.

The Amendment shall become effective upon filing with the Florida Secretary of State. A copy of consent follows these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned has executed and signed these Articles of Amendment on behalf of the Corporation this 31 day of October, 2000.

THE EAGLES GOLF GROUP, INC.

By: *Constantine P. Lambos*
CONSTANTINE P. LAMBOS, President

STATE OF FLORIDA

COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 31 day of October, 2000, by CONSTANTINE P. LAMBOS, President, of THE EAGLES GOLF GROUP, INC., a Florida corporation, on behalf of the Corporation. CONSTANTINE P. LAMBOS is personally known to me or has produced proper identification and not take an oath.

signed: Marilou Pfingsten
printed: Marilou Pfingsten
Notary Public - State of Florida

MARILOU PFINGSTEN
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES SEPTEMBER 10, 2004
COMMISSION NO. CC966652

**UNANIMOUS CONSENT IN LIEU OF SPECIAL
MEETING OF SHAREHOLDERS AND DIRECTORS**

OF

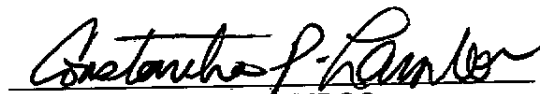
THE EAGLES GOLF GROUP, INC.

This Consent shall be in lieu of a special meeting of the Shareholders and Directors of **THE EAGLES GOLF GROUP, INC.**.

The undersigned, being all of the Shareholders and Directors of **THE EAGLES GOLF GROUP, INC.**, acting without meeting, pursuant to the Florida General Corporation Act and the Bylaws of the Corporation, do hereby consent to changing the name of the Corporation to **GOLF VACATIONS IN TAMPA BAY, INC.**, and approve and adopt the foregoing Articles of Amendment.

DATED: October 31, 2000.


MARY D. KAUFENBERG,
Director and Shareholder


CONSTANTINE P. LAMBOS,
Director and Shareholder

(CORPORATE SEAL)