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April 24, 1998

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

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-04/27/98-01065--001
*****35.00 *****35.00

RE: Articles of Amendment

Dear Sir or Madam:

Enclosed for filing in your office please find two (2) originally executed Articles of Amendment on behalf of Blue Ridge Country Club, Inc. and our filing fee in the amount of \$35.00. I have also included one photocopy of the Articles of Amendment and a pre-paid envelope.

If you have any questions, please do not hesitate to call me. Otherwise, please date stamp the photocopy Articles of Amendment and return it to my attention. Thank you for your assistance in this regard.

Very truly yours,

Lisa Falenski

Lisa Falenski
Legal Assistant

98 APR 27 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

Enclosures

cc: Richard K. McDonald, Chairman
David J. Hirsch, Esq.

Handwritten:
✓
p93000079120
Amend
11-27-98

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

Blue Ridge Country Club, Inc.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment:

FIRST: Article V of the Corporation's Articles of Incorporation is hereby amended in its entirety to read as follows:

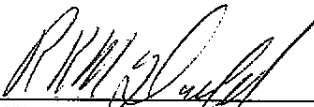
Article V

The total number of shares of Capital Stock which the corporation has the authority to issue is 1,000,000 shares of Common Stock ("Common Stock") \$0.01 par value per share.

SECOND: The amendment was adopted on February 20, 1998.

THIRD: This amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 20th day of February, 1998.



Richard K. McDonald, Chairman

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 APR 27 AM 11:43

APPROVED
AND
FILED