

P94000082756

LAW OFFICES

REINMAN MATHESON KOSTRO & VAUGHAN, P.A.

1825 Riverview Drive  
Melbourne, Florida 32901  
Telephone: (407) 768-2001  
Facsimile: (407) 676-0729

Please Reply to Melbourne

400 South Atlantic Avenue  
Suite 112  
Ormond Beach, Florida 32176  
Telephone: (904) 673-6733  
Facsimile: (904) 673-2727

April 27, 1998

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

Re: Articles of Amendment - Woodbrooke Communities, Inc.

600002509946--0  
-05/04/98--01099--012  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

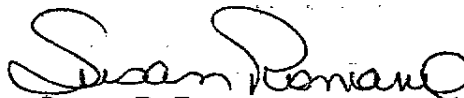
Dear Sir or Madam:

Enclosed herewith please find the following documents for filing:

1. Original Articles of Amendment for Woodbrooke Communities, Inc. and copy;
2. Check in the amount of \$35.00 (filing fee).

I would ask that upon filing, you return the enclosed copy with date stamp for our records. I have enclosed a self-addressed stamped envelope for your convenience. If you should have any questions regarding this filing, please feel free to contact our office.

Sincerely,



Susan B. Romano  
Legal Assistant

:sbr

Enclosure

cc: Mr. Brian W. Sparks, President

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY -4 PM 1:21

N:\SBR\CORP\LTRS\WOODBROKE.SOS

N.C.  
5-11-98  
CC

**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
WOODBROOKE COMMUNITIES, INC.**

I, Brian W. Sparks, President of WOODBROOKE COMMUNITIES, INC., a Florida corporation, do hereby certify to the Secretary of State, State of Florida, that on the 25th day of March, 1998, the following resolution was approved by a greater than majority of the stockholders entitled to vote, said number of votes cast being sufficient for approval of the amendment, by Written Consent In Lieu of Meeting, pursuant to the provisions of Florida Statutes, Section 607.0704, and direct that this Consent be incorporated into the Minute Book of the Corporation:

RESOLVED, that pursuant to the provisions of the Articles of Incorporation of WOODBROOKE COMMUNITIES, INC., the said Articles of Incorporation are hereby amended by altering Article I in its entirety, so as to read as follows:

**ARTICLE I  
NAME**

"The name of this corporation shall be RIVER RANCH AMERICAN RESORTS, Inc., located at 114 Harrison Street, Cocoa, FL 32922."

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY -4 PM 1:22

I DO HEREBY CERTIFY that said resolution has not been altered, amended, or rescinded, and that it is in full force and effect this 25th day of March, 1998.

Attest:

By:   
Brian W. Sparks, President

\_\_\_\_\_  
(SEAL)

**WRITTEN CONSENT OF SHAREHOLDERS OF  
WOODBROOKE COMMUNITIES, INC.**

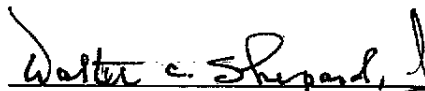
PURSUANT to the provisions of Florida Statutes, Sections 607.0704 the undersigned, constituting a greater than majority of the shareholders of WOODBROOKE COMMUNITIES, INC. (the "corporation"), hereby consent to the following action of the corporation and the Board of Directors of the corporation; direct that this consent be incorporated into the Minute Book of the corporation; and waive any and all notice of any meeting to consider such action:

RESOLVED that pursuant to the provisions of the Articles of Incorporation of the corporation, the Articles of Incorporation shall be amended by the alteration of Article I to change the name of the corporation to RIVER RANCH AMERICAN RESORTS, INC.; and

FURTHER RESOLVED, that the President and/or Secretary of the corporation is hereby authorized and empowered to execute an Amendment of the Articles of Incorporation and to file same with the Secretary of State, and to take such actions as necessary to effectuate the above resolution.

IN WITNESS WHEREOF, the undersigned hereunto have executed this Written Consent In Lieu of Meeting of Shareholders of WOODBROOKE COMMUNITIES, INC. this 25th day of March, 1998.

  
\_\_\_\_\_  
Brian W. Sparks, Shareholder

  
\_\_\_\_\_  
Walter C. Shepard, Jr., Shareholder