

P95 000006 8026
GOLF COMMUNITIES OF AMERICA

255 S. Orange Ave., Suite 1515 • Orlando, FL 32801 • Phone: (407) 245-7557 Fax: (407) 245-7585

Via Certified Mail

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

January 16, 1998

RE: **Golf Communities USA, Inc.**

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-01/20/98--01146--002
*****35.00 *****35.00

Enclosed please find our Certificate of Amendment to the Articles of Incorporation of Golf Communities USA, Inc., wherein the corporation's name is changed to **U.S. Golf (Montverde), Inc.**

Also enclosed is our check, # 1397, in the amount of \$35.00, representing the filing fee.

Please return the filed Amendment Certificate, and direct any questions to: M. L. Stanchina at the above referenced address.

Thank you for your assistance.

Sincerely,

M.L. Stanchina

M.L. Stanchina
Secretary

MLS/mem

Enclosure

FILED
98 JAN 20 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
2/1/98
1/30

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GOLF COMMUNITIES USA, INC.

FILED
98 JAN 20 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

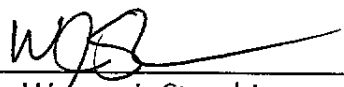
Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of **Golf Communities USA, Inc.**, a Florida corporation, are hereby amended as follows:

1. The name of this Corporation shall be **U.S. GOLF (MONTVERDE), INC.**, and its principal place of business shall be located at 255 South Orange Avenue, Suite 1515, Orlando, Florida 32801.

2. The foregoing Amendment was adopted by all of the Directors and Shareholders, which is sufficient for approval, effective as of August 29, 1997.

IN WITNESS WHEREOF, **GOLF COMMUNITIES USA, INC.** has caused these Articles of Amendment to be executed by the President of the Corporation this effective as of August 29, 1997.

GOLF COMMUNITIES USA, INC.

By: 
Warren J. Stanchina
President

ATTEST:


Mary Lynn Stanchina, Secretary


**WRITTEN ACTION OF THE BOARD OF DIRECTORS
AND SHAREHOLDERS OF
GOLF COMMUNITIES USA, INC.**

The undersigned, being all of the Directors and Shareholders of **Golf Communities USA, Inc.**, a corporation organized and existing under the laws of the State of Florida, pursuant to Sections 607.0704 and 607.0832, Florida Statutes, do hereby consent to the following actions to be taken without a meeting of the Directors and Shareholders of this Corporation.

1. That the Corporation shall change its name to **U.S. GOLF (MONTVERDE), INC.**

2. That the President of the Corporation is hereby authorized and directed to perform all procedures necessary to cause to be prepared and to execute Articles of Amendment to effectuate such amendments to the Articles of Incorporation and to file the same with the Secretary of State of Florida.

3. Further, that the officers of the Corporation are hereby authorized and directed to take, or cause to be taken, all such actions as may be necessary to carry out the intent of the foregoing resolutions.



Warren J. Stanchina
Director and Shareholder



Wolfgang Düren
Director and Shareholder