77000027210

PUBLIC ACCESS SYSTEM BLECTRONIC FILING COVER SHEET

(((H97000005850 7)))

DIVISION OF CORPORATIONS o:

FAX #: (904) 922-4000

ROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305) 541-3694

FAX #: (305)541-3770

IAME: CLUB DE CAMPO MIAMI, INC.

DOC TYPE.....BASIC AMENDMENT CERT. OF STATUS..0

CERT. COPIES.....0

PAGES..... DEL.METHOD.. FAX

EST.CHARGE.. \$35.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

* ENTER 'M' FOR MENU. **

INTER SELECTION AND <CR>: Help F1 Option Menu F2

NUM CAPS Connect: 00:03:47



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

April 10, 1997

CLUB DE CAMPO MIAMI, INC. 520 BRICKELL KEY DRIVE STE 0-305 MIAMI, FL 33131

SUBJECT: CLUB DE CAMPO MIAMI, INC.

REF: P97000027210

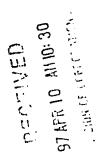
We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris Corporate Specialist FAX Aud. #: H97000005850 Letter Number: 697A00018042



P.01/04

APR-09-1997 17:03 EMPIRE CORPORATE KIT

P.01/03

S

4:24 PM

PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

(((H97000005850 7)))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: CLUB DE CAMPO MIAMI, INC.

AUDIT NUMBER...... H97000005850

DOC TYPE.....BASIC AMENDMENT CERT. OF STATUS...O

PAGES..... DEL.METHOD.. FAX

CERT. COPIES.....0

EST.CHARGE.. \$35.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>: Help F1 Option Menu F2

NUM CAPS Connect: 00:03:4

FILEU 97 APR 10 AM 10: 4: SECRETARY OF STATE: FALLANASSEE, FLORIDA

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION OF CLUB DE CAMPO MIAMI, INC.

The undersigned directors of CLUB DE CAMPO MIAMI, INC., a Corporation organized under the laws of the State of Florida certify that:

1. Amendment adopted: A new Article X - Sale of Assets. A new Article X will be incorporated in the Articles of Incorporation of Club de Campo Miami, Inc. which states:

Any sale of assets or incurrence of debt of the Corporation will require the consent of the majority of the Corporation's shareholders.

- The date of adoption of the above amendment is April 9, 1997.
- 3. The undersigned is the director of the Corporation. The amendment was approved by the shareholders. The number of votes cast for the amendment were sufficient for approval.

The amendment has been effected pursuant to the Laws of the State of Florida Statutes 607,1005 and 607,1006 and upon a proper corporate resolution authorizing the execution and filing of a certificate of amendment.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 9th day of April, 1997.

Kaila Colbin, Director / President

SWORN TO AND SUBSCRIBED before me this 9th day of April, 1997, by Kaila Colbin, the Director of the Corporation above described, personally known to me, and who took an oath.

/President

PREPARED BY: Stephen A. Frotman, Esquiro Plorida Bar Number 146795 FREEMAN BUTTERMAN & HABER 520 Brickell Key Drivo, Suite 0-305 Mizmi, Florida 33131

Notary Public

OFFICIAL NOTARY SEAL LEONOR I HUNNICUTT NOTARY PUBLIC STATE OF FLORIDA

COMMESION NO. CC383229
MY COMMESION EXP. ILINE 15,1998

#4 200000 2 820

EMPTRE CORPORATE KIT

PPR-10-1997 10:26

. 4/97000005850

CONSENT ACTION OF THE DIRECTORS OF CLUB DE CAMPO MIAMI, INC.

The undersigned, being the Directors of Club de Campo Miami, Inc., a corporation incorporated and operating under the laws of the State of Florida (the "Corporation"), hereby consent to the adoption of the following resolution, this instrument to have the same force and effect as if the actions herein referred to had been taken at a timely called and duly held meeting of the Board of Directors, and directs that this written consent to such actions be filed with the minutes of the proceedings of the Board of Directors of the Corporation:

RESOLVED, that effective as of the date hereof the articles of the Corporation be amended to reflect a new Article X, which will read as follows: "Any sales of assets or incurrence of debt of the Corporation will require the consent of the majority of the Corporation's shareholders."

Dated: April 9, 1997

Kalla Colbin, Director/President