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((H97000005850 7))

TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: CLUB DE CAMPO MIAMI, INC.

AUDIT NUMBER.....H97000005850

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

DEL.METHOD.. FAX

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97 APR 10 AM 10:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 4/10
Amend.



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 refile 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. #: E97000005850
Letter Number: 697A00018042

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EMPIRE CORPORATE KIT

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((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

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③ 497000005850

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

FILED
97 APR 10 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

2. 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. Freeman, Esquire
Florida Bar Number 146795
FREEMAN BUTTERMAN & HABER
520 Brickell Key Drive, Suite 0-303
Miami, Florida 33131

Notary Public
OFFICIAL NOTARY SEAL
LEONOR I. HUNNICUTT
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC383229
MY COMMISSION EXPIRES JUNE 15, 1998

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TOTAL P.04

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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

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