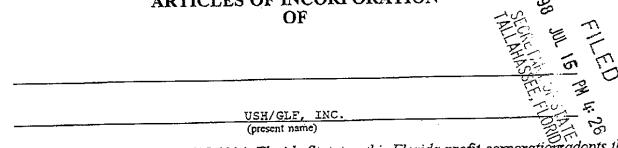
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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



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

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

First: The corporate name that satisfies the requirements of Section 607.0401 is: Stoneybrook Golf Club of Ft. Myers, Inc.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: July 14, 1998			
FOURTE	: Adoption of Amendment(s) (CHECKONE)			
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.			
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vot separately on the amendment(s):			
	"The number of votes cast for the amendment(s) was/were sufficient for approval by voting group			
S	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.			
Signature	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)			
	OR			
	(By a director if adopted by the directors)			
	OR			
	(By an incorporator if adopted by the incorporators) Denise Singleton Value Singleton			
	Typed or printed name			
	Title			