



P97000106946

ACCOUNT NO. : 072100000032

REFERENCE : 679409 4379232

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 35.00

ORDER DATE : January 23, 1998

ORDER TIME : 10:13 AM

ORDER NO. : 679409-005

CUSTOMER NO: 4379232

CUSTOMER: Ms. Hannah Wilson
Atlantic Gulf Communities
9th Floor
2601 South Bayshore Drive
Miami, FL 33133

100002410301--1

DOMESTIC AMENDMENT FILING

NAME: WEST BAY HOLDING CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
98 JAN 23 PM 3:43
RECEIVED
98 JAN 23 PM 12:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

1/23
[Signature]

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
WEST BAY HOLDING CORPORATION
(a Florida Corporation)**

FILED
98 JAN 23 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: Department of State
Tallahassee, Florida 32304

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned corporation adopts the following articles of amendment to its Articles of Incorporation:

1. The name of the corporation is WEST BAY HOLDING CORPORATION, a Florida corporation (the "Corporation").
2. The following amendment to the Corporation's Articles of Incorporation was adopted by the sole shareholder and directors of the Corporation on January 22, 1998, in the manner prescribed by the Florida Business Corporation Act:

Article III of the Corporation's Articles of Incorporation is hereby amended and restated in its entirety so that, as amended and restated, it reads as follows:

ARTICLE III: PURPOSE

The sole purposes of this Corporation are (i) to guarantee that certain \$33,000,000 revolving credit financing facility from BankBoston, N.A. to West Bay Club Development Corporation, a Florida corporation and a wholly owned subsidiary of this Corporation, (ii) to own, hold and vote the common stock, par value \$1.00 per share, of West Bay Club Development Corporation, and (iii) to perform any act incidental to the foregoing clauses (i) and (ii).

3. The remainder of the provisions of the Corporation's Articles of Incorporation shall remain as filed on December 22, 1997.

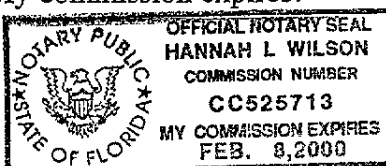
Dated: January 22, 1998

By: Joel K. Goldman
Joel K. Goldman, Vice President and Secretary

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 22 day of January, 1998, by Joel K. Goldman, Vice President and Secretary of West Bay Holding Corporation, a Florida corporation, on behalf of the Corporation. He is personally known to me and did not take an oath.

My commission expires:



Hannah L. Wilson
Hannah L. Wilson, Notary Public