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**BASIC AMENDMENT**

**BAINBRIDGE POLO LAKES DEVELOPMENT, INC.**

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AMENDMENT OF  
ARTICLES OF INCORPORATION  
OF  
BAINBRIDGE POLO LAKES DEVELOPMENT, INC.

(DOCUMENT NO. P98000029945)

Pursuant to the provisions of Section 607.1006, Florida Statutes, BAINBRIDGE POLO LAKES DEVELOPMENT, INC., a Florida corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Article I of the Corporation's Articles of Incorporation has been amended to read as follows:

"ARTICLE I

"The name and initial address of this Corporation shall be: BAINBRIDGE DEVELOPMENT, INC., 2170 Polo Gardens Drive, Suite 204, Wellington, Florida 33414, with privilege of having its offices and branch offices at other places within or without the State of Florida."

SECOND: The foregoing amendment was adopted on October 7, 1998.

THIRD: The foregoing amendment was approved by the stockholders of the Corporation. The number of votes cast for the amendment was sufficient for approval. There were no voting groups entitled to vote separately on the amendment.

IN WITNESS WHEREOF, BAINBRIDGE POLO LAKES DEVELOPMENT, INC. (to be known as BAINBRIDGE DEVELOPMENT, INC.), a Florida corporation, has caused these Articles of Amendment to be signed by its President this 14th day of October, 1998.

BAINBRIDGE POLO LAKES  
DEVELOPMENT, INC., a Florida corporation  
(to be known as BAINBRIDGE  
DEVELOPMENT, INC.)

By: 

Richard A. Schechter, President

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