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FAX: 561-234-5213

PLEASE REPLY TO:
POST OFFICE BOX 3686
VERO BEACH, FLORIDA 32964

September 10, 1998

*BOARD CERTIFIED REAL ESTATE LAWYER
**ALSO ADMITTED IN THE DISTRICT OF COLUMBIA

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-09/14/98--01068--009
*****87.50 *****87.50

Re: Oak Point Golf Group, Inc.

Dear Sir or Madam:

With regard to the above, enclosed is original and one (1) copy of Amendment to Articles of Incorporation and my firm's check in the amount of \$87.50, which represents the filing fee and certified copy fee.

Please return the certified copy to William W. Caldwell, Esq., Post Office Box 3686, Vero Beach, Florida 32964.

If you have any questions or need additional information please call the undersigned at 561-231-4343. Thank you.

Very truly yours,



WILLIAM W. CALDWELL
For the Firm

FILED
98 SEP 14 PM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/mjw
Enclosures

cc/enc: Mr. John D. Josephs

Amend-
9-22-98
cc

**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
OAK POINT GOLF GROUP, INC.**

**FILED
98 SEP 14 PM 8:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Section 607.187, Florida Statutes, OAK POINT GOLF GROUP, INC., a Florida corporation, adopts the following amendment to the Articles of Incorporation. The original Articles of Incorporation were filed and approved on August 28, 1998. Said Articles are hereby amended as follows:

1. A new ARTICLE VII shall be added to read:


ARTICLE VII


The Corporation elects to have pre-emptive rights granted to its shareholders.

2. The foregoing amendment was adopted by the Stockholders and Directors of the corporation on the 28th day of August, 1998.
3. The number of votes cast for the Amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment this 10 day of September, 1998.

OAK POINT GOLF GROUP, INC.

By: 
John D. Josephs, President

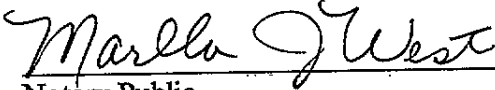
Attest: 
John F. Swanson, Secretary

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared JOHN D. JOSEPHS, to me known

and known to me to be the President, and JOHN F. SWANSON to me known and know to me to be the Secretary, of OAK POINT GOLF GROUP, INC., and they acknowledged before me that they executed the foregoing Amendment to Articles of Incorporation in the name of and on behalf of the corporation; that as such they are duly authorized by the corporation to do so; that the foregoing Amendment is the act and deed of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 10 day of September, 1998.


Notary Public
State of Florida at Large.

My Commission Expires:


MARLA J WEST
My Commission CC438923
Expires Feb. 14, 1999