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JOHN E. MOORE, III**
BRADLEY W. ROSSWAY
LISA N. THOMPSON

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

October 27, 1998

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

Via Federal Express - 6230.1

Department of State
Division of Corporations
409 E. Gaines
Tallahassee, FL 3239

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-12/08/98--01047--011
*****87.50 *****43.75

Re: OAK POINT GOLF GROUP, INC.

Dear Sir or Madam:

With regard to the above, enclosed is original and one (1) copy of Second Amendment to Articles of Incorporation to change the corporation's name to CAPITAL GOLF DEVELOPMENT CORPORATION. Also enclosed is my firm's check in the amount of \$87.50, which represents the filing fee and certified copy fee.

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

*NK
12-15-98
MJS*

Very truly yours,

John E. Moore, III
JOHN E. MOORE, III
For the Firm

/mjw
Enclosures

cc/enc: Mr. John D. Josephs

98 DEC -8 PM 2:50
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FILED
98 DEC -8 PM 2:50
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 27, 1998, and subsequently amended by Amendment to Articles of Incorporation filed and approved on September 14, 1998. Said Articles are hereby further amended as follows:

1. ARTICLE I shall be amended to read:

ARTICLE I

The name of this corporation shall be:

CAPITAL GOLF DEVELOPMENT CORPORATION

2. The foregoing amendment was adopted by the Stockholders and Directors of the corporation on the 30TH day of November, 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 30 TH day of November, 1998.

OAK POINT GOLF GROUP, INC.

By: _____

John D. Josephs, President

Attest: _____

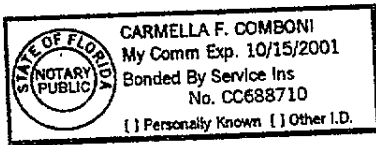
John F. Swanson, Secretary

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 30th day of November, 1998.



Carmella F. Comboni
Notary Public
State of Florida at Large.

My Commission Expires:

10/15/2001