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Account Name : WARNER FOX SEELEY DUNGEY & SWEET, LLP
Account Number : 076247002541
Phone : (561) 287-4444
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BASIC AMENDMENT**GOLF VILLA RESORT, INC.**

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TALLAHASSEE FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
GOLF VILLA RESORT, INC.**

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00 JAN 18 PM 4:39
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TALLAHASSEE FLORIDA

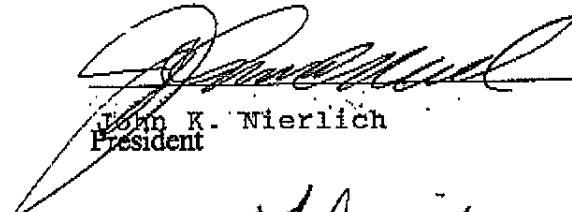
1. ARTICLE 1, of the Articles of Incorporation of GOLF VILLA RESORT, INC., is amended to read as follows:

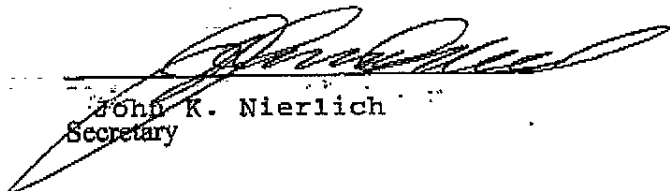
ARTICLE 1- NAME

The name of the Corporation is GOLF VILLAS RESORT, INC.

2. The foregoing amendment was adopted by the sole shareholder of this Corporation on Jan 14, 2000.

IN WITNESS WHEREOF, the undersigned president and secretary of this Corporation have executed these Articles of Amendment on this 14 day of Jan, 2000.


John K. Nierlich
President


John K. Nierlich
Secretary

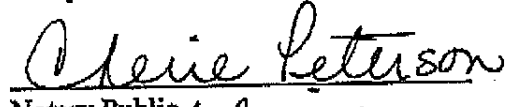
STATE OF Florida
COUNTY OF St. Lucie

Before me, a notary public authorized to take acknowledgments in the State and county set forth above, personally appeared Richard Puzitello and Richard Puzitello, Jr., known to me to be the persons who executed the foregoing articles of amendment, and they acknowledged before me that they executed those articles of amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 14 day of Jan, 2000.



CHERIE PETERSON
COMMISSION # CC 696711
EXPIRES NOV 16, 2001
BONDED THRU
ATLANTIC BONDING CO., INC
(NOTARY SEAL)


Notary Public
State of Florida

My Commission Expires: 11/16/2001