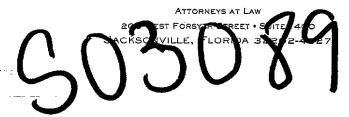
PAPPAS METCALF & JENKS

PROFESSIONAL ASSOCIATION

GARY B. DAVENPORT CHRISTINA P. GILLAM ROBERT A. LEAPLEY, JR. JOHN G. METCALF FRANK E. MILLER M. LYNN PAPPAS MARK A. REINSCH



TELEPHONE (904) 353-1980 TELECOPY (904) 353-5217

December 12, 1997

Division of Corporations Department of State State of Florida P. O. Box 6327 Tallahassee, FL 32301

*****35.00 *****35.00

Re: Riverside Golf Management Company

Gentlemen:

Enclosed is a Statement of Change of Registered Office and Registered Agent for the above-referenced corporation along with our check made payable to the Secretary of State in the amount of \$35.00, representing the filing fee. Please file the Statement of Change and return the enclosed copy of the Statement stamped to acknowledge its filing.

Please call if you have any questions.

Very truly yours,

Frank E. Miller

FEM/djd

Enclosures

17996.1

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of Section 607.0502 or 607.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

- The name of the corporation is: RIVERSIDE GOLF MANAGEMENT COMPANY 1a. Date of incorporation: October 1, 1990 Document number: S03089
- The name and address of the current registered agent and Smith and Hulsey, 1800 Florida National Bank Tower, 225 office: Water Street, Jacksonville, Florida 32202
- The name and address of the new registered agent and office: Robert M. Rhodes, 1650 Prudential Drive, Jacksonville, Florida 32207

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its Board of Directors or by an officer so authorized by the Board.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPTAGERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Robert M. Rhodes
Date: Secenber 3, 1997