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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
JF

LAW OFFICES

Bradly Roger Bettin, Sr, P.A.

Attorney and Counselor At Law

Bradly Roger Bettin, Sr.

Of Counsel

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September 1, 2005

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314

Re: Ichikoshi (USA), Inc.

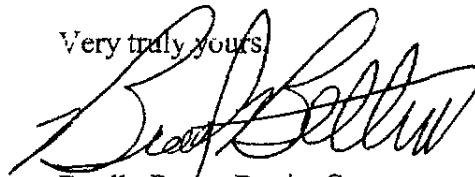
Dear Sir or Madam:

Enclosed for filing please find the Action of Shareholders of Ichikoshi (USA) Inc. by Written Consent in Lieu of an Annual Meeting, which (among other things) amends the Articles of Incorporation to change the principal office and mailing address of the corporation.

Also enclosed is my client's check 38653 payable to the Department of State in the amount of \$35.00, which I understand covers the filing fee for the amendment.

If you have any questions, or if there is something more my client needs to provide to effect this amendment, please advise.

Very truly yours,



Bradly Roger Bettin, Sr.

BRB:llk

Enclosure

cc: client (w/out enclosure)

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TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
ACTION OF SHAREHOLDERS OF
ICHIKOSHI (USA) INC.
BY WRITTEN CONSENT IN LIEU OF AN ANNUAL MEETING

The undersigned, being all of the shareholders of the above named corporation, hereby take the following action by written consent in lieu of holding a meeting regarding same, in accordance with the provisions of Section 607.0704, *Florida Statutes*:

- WHEREAS: The shareholders have the duty and obligation to elect the corporation's director annually; and
- WHEREAS: It is inconvenient for the shareholders to convene in a single place for an annual meeting; and
- WHEREAS: Florida law permits the shareholders to accomplish the tasks assigned to the annual meeting by Written Consent, and
- WHEREAS: Per the corporation's Articles of Incorporation, its principal and mailing address is Winthrop, Stimson, Putman & Roberts, 125 Worth Avenue, Suite 310, Palm Beach, Florida 33480, and
- WHEREAS: the corporation's actual principal address is actually Turtle Creek Golf Club, 1279 Admiralty Blvd., Rockledge, Florida 32955, at which address the corporation wishes to receive its mail, and
- WHEREAS: the Articles do not provide a means by which the corporations principal and/or mailing address can be changed without amending the Articles, and
- WHEREAS: the Board of Directors has recommended amending the Articles of Incorporation to [a] reflect the corporation's current principal and mailing address; and [b] provide a means to change either or both of said addresses without the necessity of a formal amendment of the Articles, and
- WHEREAS: the Shareholders wish to adopt the amendment proposed by the Board of Directors,

IT IS RESOLVED AS FOLLOWS:

- A. **Election of Director:** The following person is elected to serve as sole director of the corporation until the next annual meeting of shareholders or until his successor is or successors are duly elected and qualify:
- Tayo Kato
- B. **Ratification of Actions:** All actions taken during the preceding year by the director of the corporation are hereby ratified and confirmed.
- C. **Amendment of Articles:**
1. Article Second of the Corporation's Articles of Incorporation are deleted, and in its stead is substituted the following:

SECOND: Principal Office & Mailing Address

- A. *The principal office of the corporation is:*

Turtle Creek Golf Club
1279 Admiralty Boulevard
Rockledge, Florida 32955

B. The mailing address of the corporation is:

Turtle Creek Golf Club
1279 Admiralty Boulevard
Rockledge, Florida 32955

C. The principal office and/or mailing address of the corporation may be changed by the affirmative action of the Board of Directors, said change becoming effective upon filing the appropriate notice of the change of address of the principal office and/or mailing address with the Division of Corporations, State of Florida.

2. The President is authorized to take all actions necessary to effectuate this amendment of the Articles of Incorporation.

IN WITNESS WHEREOF, each of the undersigned shareholders joins in this action by affixing his or its signature to this action.

SHAREHOLDERS:

Ichikoshi Company, Ltd.

By: Nobuhiro Sekiya
Nobuhiro Sekiya, President

Date: June 2, 2005

Ichikoshi Fudosan Co., Ltd.

By: Tayo Kato
Tayo Kato, President

Date: June 2, 2005

Nobuhiro Sekiya
Nobuhiro Sekiya

Date: June 2, 2005

Ichikoshi Kanko Co., Ltd.

By: Nobuhiro Sekiya
Nobuhiro Sekiya, President

Date: June 2, 2005

Ichikoshi Kanri Center Co., Ltd.

By: Nobuhiro Sekiya
Nobuhiro Sekiya, President

Date: June 2, 2005

**ACTION OF MEMBERS OF THE BOARD OF DIRECTORS OF
ICHIKOSHI (USA) INC.
BY WRITTEN CONSENT IN LIEU OF MEETING**

The undersigned, being the sole member of the board of directors of the above named corporation, hereby takes the following action by written consent in lieu of holding a meeting regarding same, in accordance with the provisions of Section 607.0821, *Florida Statutes*:

IT IS RESOLVED, as follows:

1. Officers: The following persons are hereby elected to the office set forth opposite their names, to serve until the next annual meeting of the board of directors, or until their successors are duly elected and qualify:

<u>Name</u>	<u>Office</u>
Tayo Kato	President
Nobuhiro Sekiya	Secretary
Shoji Kato	Treasurer

2. Ratification of Actions: All actions taken during the preceding year by the officers of the corporation are hereby ratified and confirmed.
3. Change of Principal Office & Mailing Addresses: The Director recommends an amendment to the Articles of Incorporation to [a] change the corporation's principal office and mailing address to Turtle Creek Golf Club, 1279 Admiralty Blvd., Rockledge, Florida 32955; and [b] provide a means for changing the corporation's principal office and / or mailing address without the necessity of amending the Articles in the future be presented to all shareholders for approval.

DATED: June 2, 2005



Tayo Kato, Director