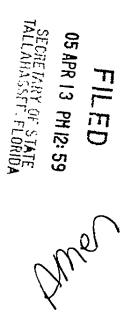
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## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

NORTH CAPTIVA ISLAND CLUB INC
NORTH CAPTIVA ISLAND CLUB INC
(present name)
S69997
(Document Number of Corporation (If known)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE VII (SEVEN)-

CHANGE ARTICLE VII (SEVEN) TO REMOVE OFFICER:

REMOVE VICE PRESIDENT PAMELA BROWN 7300 KIMBO LANE PINELAND, FL 33945 NO OTHER CHANGES TO BE MADE

SECRETARY OF STATE

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: 03/18/2005
FOURTH	I: Adoption of Amendment(s) (CHECK ONE)
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups.  The following statement must be separately provided for each voting group entitled to vot separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by"
	(voting group)
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
Œ.	The amendment(s) was/were adopted by the incorporators without shareholder action an shareholder action was not required.
	Signed this 18 day of MARCH , 2005 .
Signature	BNBOA
	(By the Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
•	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	BRYAN BRILHART
	(Typed or printed name)
	PRESIDENT
	(Title)