

CERTIFICATE OF SECRETARY
OF
AMENDMENT OF BYLAWS
OF
COSTA MESA GOLF MEN'S CLUB

I, Michael Strong, hereby certify:

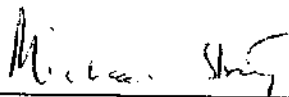
1. I am the Secretary of Costa Mesa Golf Men's Club.
2. Section 5.02(a) of Article V – Number and Election of Director and Restriction on Directors is hereby amended to read in full as follows:

(a) Authorized Number. The authorized range of Directors shall not be less than seven (7) nor more than eleven (11), until changed by a bylaw amending this Section 5.02 duly adopted by the vote or written consent of holders of a majority of a quorum of the outstanding members entitled to vote. The exact number of directors shall be fixed from time to time, within the limits specified, in the Articles of Incorporation or in this Section 5.02, by a bylaw or amendment thereof or by a resolution duly adopted by a vote of a majority of the members entitled to vote represented at a duly held meeting at which a quorum is present, or by the written consent of the holders of a majority of the outstanding members to vote, or by the Board of Directors. Directors need not be residents of the State of California.

3. The foregoing is a true and correct copy of an amendment of the Bylaws of Costa Mesa Golf Men's Club as approved by the Board of Directors of the Club at a meeting held on December 7, 2004 at Costa Mesa, California and by a majority of the issued and outstanding members of the Club at a Members' meeting held on February 16, 2005 at Costa Mesa, California.

4. The foregoing amendment will be in full force and effect, and it has not been revoked or rescinded as of the date hereby.

IN WITNESS WHEREOF, I have hereupon subscribed my name this 16th day of February, 2005.



Michael Strong, Secretary