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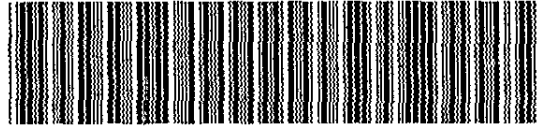
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Amend

LAW OFFICES

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August 16, 2004

CORPORATE RECORDS BUREAU DIVISION OF CORPORATIONS

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

**RE: Penthouse Delray Association, Inc.; Amendment to Articles of
Incorporation**

Dear Sir/Madam:

Enclosed herein please find an **original** and **one copy** of Articles of
Amendment to the Articles of Incorporation of **Penthouse Delray
Association, Inc.**, as well as a check in the amount of **\$43.75** to cover the
cost of filing same and return of a stamped copy to my attention.

Thank you for your attention to this matter.

Very truly yours,

PETER C. MOLLENGARDEN
For the Firm

PCM/dj
Enclosures
cc: Penthouse Delray Association, Inc.
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ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
PENTHOUSE DELRAY ASSOCIATION, INC.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned officers of Penthouse Delray Association, Inc. do hereby certify that the following amendment to the Articles of Incorporation of said corporation is a true and correct copy as amended, pursuant to Article IX thereof, by the membership at a duly called and noticed meeting of the members held JULY 26, 2004. The amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval.

AMENDMENT TO
ARTICLE IX, SECTION 2
ARTICLES OF INCORPORATION OF
PENTHOUSE DELRAY ASSOCIATION, INC.

(Additions shown by "underlining",
deletions shown by "strikeout")

ARTICLE IX
AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

.2 A resolution approving a proposed amendment may be proposed by either the board of directors or by the members of the Association. Amendments may be approved by the requisite percentage vote of the membership of the Association as designated below either at a duly noticed and held meeting of the membership, or by written consent in lieu of a meeting obtained in accordance with Section 617.0701, Florida Statutes, as renumbered or amended from time to time. ~~Directors and members not present in person or by proxy at the meetings considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting.~~ Except as elsewhere provided:

(a) such approvals must be not less than a majority 75% of the entire membership of the board of directors and by not less than a majority 75% of the votes of the entire membership of the Association; or

(b) by not less than two-thirds (2/3) 80% of the votes of the entire membership of the Association.

WITNESS my signature hereto this 5 day of August, 2004, at Delray Beach, Palm Beach County, Florida.

PENTHOUSE DELRAY ASSOCIATION, INC.

BY: Mamie D Bowen (SEAL)
President

Norma Schrago
Witness Norma Schrago

ATTEST: Monica Poole (SEAL)
Secretary

Matt Schwartz
Witness Matt Schwartz

STATE OF FLORIDA :

COUNTY OF PALM BEACH :

The foregoing instrument was acknowledged before me this 5 day of AUGUST 2004, by MAUREEN D. BOWEN and MONICA POSTELL, as PRESIDENT and SECRETARY, respectively, of Penthouse Delray Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. They are personally known to me, or have produced N/A identification and did take an oath. If no type of identification is indicated, the above-named persons are personally known to me.

Richard M. Schwartz (Signature)

RICHARD M. SCHWARTZ (Print Name)

Notary Public, State of Florida at Large

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