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Reply To: Miami

July 8, 1998

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-07/10/98-01071--003
*****35.00 *****35.00

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

RE: Amendment to Articles of Incorporation

Dear Sir/Madam:

Enclosed herein please find a Certificate of Amendment to the Articles of Incorporation for MAJORCA TOWERS CONDOMINIUM, INC., as well as a check in the amount of \$35.00 to cover the cost of filing.

FILED
98 JUL 24 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

International Offices: Thank you for your attention to this matter.

Beijing,
People's Republic
of China

Prague,
Czech Republic

Bern, Switzerland*

Very truly yours,

ROSA M. DE LA CAMARA
For the Firm

RMD/ad
Enclosure
154634_1

Ad + Res
OCB
7/24

BECKER & POLIAKOFF

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International Offices:

Beijing,
People's Republic
of China

Prague,
Czech Republic

Bern, Switzerland*

Reply To:

Miami

July 23, 1998

VIA FACSIMILE 1-850-487-6897

Attn: Karen Gibson
Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

**RE: MAJORCA TOWERS AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

Dear Ms. Gibson:

Further to our telephone conversation, I have modified Articles VI, VII and VIII of the Articles of Incorporation to substitute the name "Shirley Messinger" for "Gerald I. Franklin". Our original Articles of Incorporation recorded in the Public Records of Dade County on 12/10/69 showed Gerald Franklin, not Shirley Messinger. However, you informed me that the original Articles of Incorporation recorded in the Secretary of State's office dated 9/12/69 showed the name of Shirley Messinger and that you would be unable to accept Mr. Franklin's name since this did not show up in the original version recorded with your office. Please substitute the pages I am faxing to you for Page #2 and #3 which I previously sent to you for recording.

Thank you for your cooperation.

Very truly yours,

ROSA M. DE LA CAMARA
For the Firm

RMD/ad
Enclosure
156422_1

BECKER & POLIAKOFF, P.A.

**CERTIFICATE TO
ARTICLES OF INCORPORATION**

Pursuant to the provision of Section 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the corporation is Majorca Towers Condominium, Inc.

SECOND: The attached Amended and Restated Articles of Incorporation are the up-to-date amended provisions of the Articles of Incorporation as these exist on the date hereof and as have been duly and properly adopted by the required vote of the members.

Dated: 6/23, 1998.

MAJORCA TOWERS CONDOMINIUM, INC.

By: John Zynko
John Zynko, President

FILED
98 JUL 24 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
(SEAL)

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 23rd day of JUNE 1998 by John Zynko the President of MAJORCA TOWERS CONDOMINIUM, INC. a Florida not-for-profit corporation, on behalf of the corporation. Who is personally known to me or has produced () as identification and who did/did not take an oath.

Ralph Dwake (SEAL)

NOTARY PUBLIC SIGNATURE

STATE OF FLORIDA AT LARGE

OFFICIAL NOTARY SEAL

RALPH DWAKE

NOTARY PUBLIC STATE OF FLORIDA

COMMISSION NO. CC539047

MY COMMISSION EXP. MAR. 12, 2000

My commission expires:

RALPH DWAKE
PLEASE PRINT OR TYPE NOTARY SIGNATURE

98 JUL 24 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILE

AMENDED AND RESTATED
EXHIBIT D TO THE
DECLARATION OF CONDOMINIUM OF
MAJORCA TOWERS, A CONDOMINIUM, BEING THE
ARTICLES OF INCORPORATION
OF
MAJORCA TOWERS CONDOMINIUM, INC.

The undersigned do hereby associate themselves for the purpose of forming a corporation not for profit. Pursuant to the provisions and laws of the State of Florida, we certify as follows.

ARTICLE I

The name of the corporation shall be MAJORCA TOWERS CONDOMINIUM, INC. Hereinafter the corporation shall be referred to as the "Association".

ARTICLE II

The purpose for which the Association is organized is to provide an entity pursuant to Section 12, Chapter 711, Florida Statutes 1963, hereinafter called the Condominium Act, for the operation of Majorca Towers, a Condominium to be created pursuant to the provisions of the Condominium Act.

ARTICLE III

The powers of the Association shall include and be governed by the following provisions:

3.1 The Association shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles of Incorporation or the Condominium Act.

3.2 The Association shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as it may be amended from time to time.

3.3 All funds and the titles to all properties acquired by the Association, and their proceeds, shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the By-Laws of the Association.

3.4 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws.

ARTICLE IV

4.1 The members of the Association shall consist of all of the record owners of apartments in the Condominium, and after termination of the Condominium shall consist of those who are members at the time of such termination, and their successors and assigns.

4.2 Membership shall be acquired by recording in the Public Records of Dade County, Florida, a deed or other instrument establishing record title to an apartment in the Condominium, the owner designated by such instrument thus becoming a member of the Association, and the membership of the prior owner being thereby terminated, provided, however, any party who may own more than one apartment shall remain a member of the Association so long as he shall retain title to or a fee ownership interest in any apartment.

4.3 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his apartment.

4.4 On all matters upon which the membership shall be entitled to vote, there shall be one vote for each apartment, which vote may be exercised or cast in such manner as may be provided in the By-Laws of the Association. Any person or entity owning more than one apartment shall be entitled to one vote for each apartment he owns.

ARTICLE V

The Association shall have perpetual existence.

ARTICLE VI

The names and addresses of the subscribers to these Articles of Incorporation are:

ROBERT L. SIEGEL	1233 - 102nd Street Bay Harbor, Florida
SHIRLEY MESSINGER	1990 N.E. 163rd Street North Miami Beach, Florida
SAMUEL SIEGEL	3001 South Ocean Drive Hollywood, Florida

ARTICLE VII

The affairs of the Association shall be administered by a President, a Vice-President, a Secretary and a Treasurer, and such Assistant Secretaries and Assistant Treasurers as the Board of Directors may from time to time designate. Any person may hold two offices, excepting that the same person shall not hold the office of President and Vice-President. Officers of the Association shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President	ROBERT L. SIEGEL 1233 - 102nd Street Bay Harbor, Florida
Vice-President & Assistant Secy.	SAMUEL SIEGEL 3001 South Ocean Drive Hollywood, Florida
Secretary/Treasurer	SHIRLEY MESSINGER 1990 N.E. 163rd Street North Miami Beach, Florida

ARTICLE VIII

8.1 The affairs of the Association will be managed by a Board of seven (7) Directors, who shall be members of the Association.

8.2 Directors of the Association shall be elected at the annual meeting of the members in the manner provided by the By-Laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws.

8.3 The first election of Directors shall not be held until after MAJORCA CORP., INC., d/b/a Majorca Developers, hereinafter called the Developer, has closed the sales of all of the condominium apartments, or until the Developer elects to terminate its control of the Association, or until the first Thursday in November, 1970, whichever occurs first. The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in office occurring before the first election shall be filled by the remaining Directors.

8.4 The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

ROBERT L. SIEGEL

1233 - 102nd Street
Bay Harbor, Florida

SHIRLEY MESSINGER

1890 N.E. 163rd Street
North Miami Beach, Florida

SAMUEL SIEGEL

3001 South Ocean Drive
Hollywood, Florida

ARTICLE IX

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a Director or Officer of the Association, whether or not he is a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and exclusive of all other rights and remedies to which such Director or Officer may be entitled.

ARTICLE X

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided therein.

ARTICLE XI

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

11.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

11.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting 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 sixty-six and two-thirds percent (66-2/3rds%) of the entire membership of the Board of Directors and not less than sixty-one (61) members of the entire membership of the Association; or
- b. By not less than 80% of the votes of the entire membership of the Association.

11.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of the members, nor any change in Section 3.3 of Article III, without approval in writing by all members and the joinder of all record owners of mortgages on the condominium apartments. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium. No amendment shall be made without the consent and approval of the Developer so long as it shall own two or more apartments in the Condominium.

11.4 A copy of each amendment shall be filed with the Secretary of State, pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Dade County, Florida.

IN WITNESS WHEREOF, the Subscribers have affixed their signatures hereto this _____ day of _____, 1997.

STATE OF FLORIDA)
 : SS.:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared ROBERT L. SIEGEL, GERALD I. FRANKLIN and SAMUEL SIEGEL, who, after being duly sworn, acknowledge that they executed the foregoing Articles of Incorporation for the purposes expressed in such Articles this _ day of _____, 1969.

_____(SEAL)
NOTARY PUBLIC, State of Florida

My commission expires: