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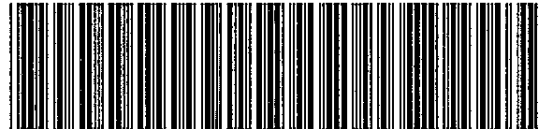
(Business Entity Name)

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AMEND
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LAW OFFICES

BECKER & POLIAKOFF, P.A.

121 Alhambra Plaza
10th Floor
Coral Gables, Florida 33134
Phone: (305) 262-4433 Fax: (305) 442-2232
Toll Free (800) 533-4874

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Reply To:

Coral Gables

Lilliana M. Farinas-Sabogal, Esq.

lfarinas@becker-poliakoff.com

August 10, 2005

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

**Re: Amendment to Articles of Incorporation –
Gables Estates Club, Inc.**

Dear Sir/Madam:

Enclosed herein please find a Certificate of Amendment to the Articles of Incorporation for Gables Estates Club, Inc., as well as a check in the amount of \$35.00 to cover the cost of filing.

Thank you for your attention to this matter.

International and Affiliated Offices

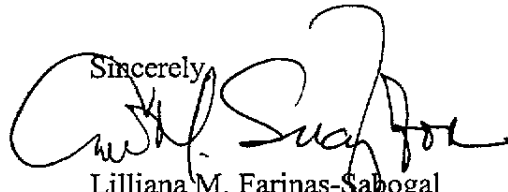
New York, New York

Prague,
Czech Republic


Frankfurt, Germany

Beijing,
People's Republic
of China

Tel Aviv,
Israel

Sincerely,

Lilliana M. Farinas-Sabogal
For the Firm

LMF/as
Enclosure
cc: Gables Estates Club, Inc.
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This instrument was prepared by:
LILLIANA FARINAS-SABOGAL, ESQ.
BECKER & POLIAKOFF, P.A.
121 Alhambra Plaza, 10th Floor
Coral Gables, FL 33134

FILE
05 AUG 15 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
CHARTER
OF
GABLES ESTATES CLUB**

WHEREAS, the Certificate of Incorporation of Gables Estates Club (hereinafter the "Association") was issued by the Secretary of State of Florida on the 13th day of July, 1970; and

WHEREAS, at a duly called and convened meetings of the membership of the Association held on May 1985, April 27, 1995 and April 28, 2005, the amendments to the Charter as set out and attached hereto as Exhibit A, B and C were adopted by a vote of the membership in excess of that required by the pertinent provisions of said Charter; and

WHEREAS, the required amount of votes of the membership of the Association was attained; and

NOW, THEREFORE, the undersigned hereby certifies that the amendments as set forth in the attached Exhibit "C" are a true and correct copy of the amendments as approved by the membership of the Association as set forth above.

WITNESS my signature hereto this 2 day of August, 2005 at Miami-Dade, Florida.

GABLES ESTATES CLUB, INC.

Lillian Farinas Sabogal
Witness
Kathleen Richardson
Witness

BY: [Signature], President

PRINT: JOSE ORTEGA (Seal)

Witness

ATTEST: _____

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 2 day of August, 2005 by JOSE ORTEGA the PRESIDENT of Gables Estates Club, 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.

[Signature] (SEAL)
NOTARY PUBLIC SIGNATURE
STATE OF FLORIDA AT LARGE

My commission expires:

KATHLEEN RICHARDSON
PLEASE PRINT OR TYPE NOTARY SIGNATURE



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CERTIFICATE

The undersigned, MORTON D. WEINER, President of GABLES ESTATES CLUB, INC., a Florida Non-Profit Corporation, does hereby certify as follows:

1. That the document attached hereto as Exhibit "A" is a true copy of the Charter of Gables Estates Club, Inc. as revised in May 1985.
2. That the attached Exhibit "B" is a true copy of the current By-Laws of Gables Estates Club, Inc., as revised in May 1985.
3. That the attached Exhibit "C" is a correct list of the properties which are covered by the above described Charter and By-Laws.

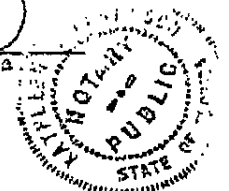
Morton D. Weiner
 MORTON D. WEINER, President

STATE OF FLORIDA)
 COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the County aforesaid, to take acknowledgments, personally appeared, MORTON D. WEINER, President to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed same.

WITNESS my hand and official seal in the County and State last aforesaid this 17 day of April, 1989.

Kathleen Richardson
 NOTARY PUBLIC - State of Florida
 NOTARY PUBLIC STATE OF FLORIDA
 MY COMMISSION EXP. OCT 26, 1989
 BONDED THRU GENERAL INS. CO.



My Commission Expires:

OFF.
REC. 14087761931EXHIBIT "A"CHARTERARTICLE I

The name of this corporation shall be GABLES ESTATES CLUB, INC., and its location shall be in the County of Dade and State of Florida.

ARTICLE II

The general nature and object of this corporation shall be as follows:

(a) To establish, maintain and operate a social club not for profit, for the benefit, amusement, recreation and entertainment of its members.

(b) To present a united effort to the members in advancing the civic welfare of the community in Gables Estates Number 2 Subdivision, Gables Estates Number 3 Subdivision, Gables Estates Number 4 Subdivision Lots 14 through 21, Block 1 of Cocoplum Section One and Lots 1 through 9, of Block 12 of Cocoplum Section Two, Plat "A" and particularly in protecting the value of the property of the members of the corporation in the said Subdivisions. The Declaration of Protective Covenants and all amendments thereto have been adopted by and made applicable to land described in documents recorded in Official Records Book 3055, at Page 531, and Official Records Book 11668, at Page 85 of the Public Records of Dade County, Florida. Accordingly, all references in the Charter and By-Laws of Gables Estates Club, Inc. respecting property within the Gables Estates community include the land described in the foregoing documents.

(c) To see that the deed restrictions and all zoning ordinances and regulations applicable to Gables Estates Subdivisions 2, 3, 4, Lots 14 through 21 of Block 1, of Cocoplum Section One and Lots 1 through 9 of Block 12 of Cocoplum Section Two, Plat "A" are duly enforced.

ARTICLE III

The qualifications for membership in the corporation shall be that the member be of good moral character, and subject to such additional qualifications as shall be prescribed by the By-Laws or by the Board of Governors. Notwithstanding, as to the first grantees of Lots 14 through 21 of Block 1, of Cocoplum Section One, from Crow Pope and Carter Corporation, its successors and assigns and first grantees of Lot 1 through 9 of Block 12 of Cocoplum Section Two, Plat "A" from Arvida Corporation, its successors and assigns, the qualifications for membership in this corporation shall be waived. Any subsequent grantees shall be subject to any and all qualifications for membership as shall be prescribed by this Charter, the By-Laws or by the Board of Governors.

REF. 14087781933

The membership of this corporation shall consist of voting and non-voting members, and such other classes and members as the Board of Governors shall from time to time establish. The manner of the admission of members and the terms and conditions of each membership shall be provided herein and in the By-Laws. Non-refundable application fees for membership and annual dues and assessments may be charged and collected, and provision therefore may be proscribed in the By-Laws of the corporation and by such By-Laws the Board of Governors may be empowered to determine and collect such fees, dues and assessments. Annual dues and assessments including maintenance fees shall not exceed \$1,500.00 per lot.

Voting members shall consist of (a) member who holds the fee simple title to a lot in the Subdivision, (if title is vested in husband and wife or any two or more persons, only one shall be a voting member), and; (b) one stockholder in each corporation which holds the fee simple title to a lot in the subdivision.

All voting power shall be vested exclusively in the voting members. Voting members shall be entitled to one vote for each lot owned, individually, jointly or in common with others, or by the corporation represented by the voting member.

Non-voting members shall consist of persons in the immediate family of a voting member residing on property located in Gables Estates Subdivision Number 2, Number 3 or Number 4, Lots 14 through 21, of Block 1 of Cocoplum Section One, and lots 1 through 9 of Block 12 of Cocoplum Section Two, Plat "A", stockholders (other than the voting members) of any corporation owning a lot, or lots, in Gables Estates Subdivision Number 2, Number 3 or Number 4, Lots 14 through 21 of Block 1, of Cocoplum Section One, and Lots 1 through 9, Block 12, of Cocoplum Section Two, tenants and lessees of property located in said Subdivision, and members of their immediate family residing on real property located in one of said Subdivisions.

Each voting member shall be entitled to a certificate of membership certifying his membership which shall be signed by the President or a Vice-President and by the Secretary or an Assistant Secretary of the Club. Each such certificate shall be valid only when held by and registered in the name of a voting member of the Club, and shall be subject to the by-laws then made and thereafter to be made, and such by-laws shall be considered as and shall be an essential part of the contract between the Club and such member. No membership or certificate of membership may be sold, assigned or transferred, voluntarily or by will or by operation of law to any corporation, association, partnership or concern unless so provided in the by-laws.

When a voting member dies, or whenever the interest owned by the voting member shall pass from him voluntarily or involuntarily, in any manner whatsoever, the interest

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of such voting member in the Club shall cease and terminate.

When any voting member is dropped from membership in this corporation, his membership shall cease and terminate and he shall thereafter have no interest in this corporation. In the event any voting member who is dropped from membership in accordance with this section and the by-laws shall refuse to surrender his certificate of membership, then such membership shall be marked cancelled on the records of the corporation and thereafter the outstanding and unsurrendered membership shall be void.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

Title to all property of the corporation, both real and personal, shall be vested in the corporation, to-wit: GABLES ESTATES CLUB, INC.

ARTICLE VI

The affairs of the corporation shall be managed by a Board of Governors which shall have all the powers and authority of a Board of Directors and which shall consist of not less than three (3) nor more than ten (10) members; and by a President one or more Vice-Presidents, a Secretary and a Treasurer, and such other officers as may be provided for in the by-laws.

The Board of Governors shall consist only of members of this corporation. The Board of Governors shall be elected by the members from their membership for such term as the by-laws may provide, at an annual meeting of the members to be held during the month of October at such time and place as shall be determined by the Board of Governors; and the Board of Governors shall elect the officers of the Corporation. A Semi-Annual Meeting of the members shall be held during the month of April at such time and place as shall be determined by the Board of Governors. The officers shall be elected annually by the Board of Governors within fifteen (15) days after their election, as provided in Article II, Section 12. The President and Vice-President shall be members of the Board of Governors and members of the Corporation. The Secretary and Treasurer need not be members of the corporation.

ARTICLE VII

The by-laws of this corporation, having been made and adopted by the corporations first Board of Governors may be amended by the Board of Governors or the members of the corporation as may be provided in said by-laws.

ARTICLE VIII

The highest amount of indebtedness or liability to which this corporation may at any time subject itself, is \$400,000.00.

REC: 14087M1934

ARTICLE IX

The corporation is authorized to acquire and hold real estate in an amount in value of not in excess of \$1,500,000.00 subject to the approval of the Circuit Court.

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95R24490 1995 JUL 04 08:

CERTIFICATE OF AMENDMENT OF CHARTER AND BY-LAWS OF GABLES ESTATES CLUB, INC.

GABLES ESTATES CLUB, INC., a Florida Non-Profit Corporation, under its corporate seal and hands of its President, Phillip T. George, and Secretary Christina Miranda, hereby certify that on April 27, 1995, at the Semi-Annual Meeting of the voting members of GABLES ESTATES CLUB, INC., a majority of all voting members voted as follows:

1. That the last sentence of Paragraph 2 of ARTICLE LIII of the Charter of the GABLES ESTATES CLUB, INC., be amended to read as follows:

"Annual dues and assessments shall be established in accordance with Article VI of the By-Laws."

2. That Paragraph 2 of ARTICLE VI of the By-Laws be amended to read as follows:

"The maintenance fee may be adjusted or reduced from year to year by the Board of Governors of Gables Estates Club, Inc., as the needs of the property, in its judgment, may require, but in no event shall the fee in any year exceed \$4,000. per lot."

All of the voting members of GABLES ESTATES CLUB, INC., were properly notified of the Semi-Annual Voting Members Meeting in accordance with the By-Laws and Laws of the State of Florida.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed in its name by its President and its corporate seal to be affixed hereto and attested by its Secretary, this 30 day of May, 1995.

GABLES ESTATES CLUB, INC. A Florida Non-Profit Corporation

Attest:

Handwritten signature of Christina Miranda, Secretary

By:

Handwritten signature of Phillip T. George, President

CORPORATE SEAL

Exhibit B Page 1 of 2

EXHIBIT "C"

AMENDMENT TO THE
CHARTER OF GABLES ESTATES CLUB, INC.

(Additions indicated by underlining; Deletions indicated by ~~striking through~~.)

AMENDMENT TO THE FIRST PARAGRAPH OF ARTICLE VI OF THE CHARTER TO READ AS
FOLLOWS:

The affairs of the corporation shall be managed by a Board of Governors which shall have all the powers and authority of a Board of Directors and which shall consist of not less than three (3) nor more than ~~ten (10)~~ nine (9) members; and by a President one or more Vice-Presidents, a Secretary and a Treasurer, and such other officers as may be provided for in the by-laws.

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