

LAW OFFICES

BECKER & POLIAKOFF, P.A.

500 Australian Avenue South, 9th Floor
West Palm Beach, Florida 33401

Phone: (561) 832-4444 Fax: (561) 832-8987
(800) 461-7777
Internet: <http://www.beckerpoliakoff.com>
E-mail: bp@beckerpoliakoff.com

723984

Kenneth S. Direktor, Esq.
Direct Dial: (561) 832-2880
kdirekto@beckerpoliakoff.com

Florida Offices

Administrative Office
3111 Stirling Road
Ft. Lauderdale, FL 33312
FL Toll Free: (800) 432-7712

Boca Raton*

Clearwater

Ft. Myers

Hollywood

Melbourne*

Miami

Naples

Orlando

Port Charlotte*

St. Petersburg

Sarasota

Tallahassee

Tampa

West Palm Beach

* available for consultation
by appointment only

International Offices:

Beijing,
People's Republic
of China

Prague,
Czech Republic

Bern, Switzerland*

April 4, 2002

CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
Department of State
P.O. Box 6327
Tallahassee, FL 32301

600005205206--9
-04/08/02--01056--005
*****43.75 *****43.75

RE: Boca Palms, Inc.; Amendment to Articles of Incorporation

Dear Sir/Madam:

Enclosed herein please find an **original** and **one copy** of a Certificate of Amendment to the Articles of Incorporation of **Boca Palms, 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,

KENNETH S. DIREKTOR
For the Firm

KSD/ebd
Enclosures

cc: Boca Palms, Inc.

210263_1

FILED
02 APR -8 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

On 723984
2/8 Amend 4-8-02
#Call copy

**CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
BOCA PALMS, INC.**

The undersigned officers of Boca Palms, Inc. do hereby certify that the following amendments to the Articles of Incorporation of said corporation are a true and correct copy as amended, pursuant to Article XII thereof, by the membership at a duly called and noticed meeting of the members held March 6, 2002. The amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

**AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
BOCA PALMS, INC.**

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

ARTICLE VII

BOARD OF DIRECTORS

A. The Association shall be managed by a Board of Directors consisting of the number of directors determined by the By-Laws, ~~but not less than three directors, and in the absence of such determination shall consist of three directors.~~ but not less than three directors, and in the absence of such determination shall consist of three directors. The members of the first Board of Directors ~~need not~~ must be members of the Association, ~~or must be the spouse of a member or someone who lives in the unit as his or her primary residence with the member, excluding employees of members.~~ or must be the spouse of a member or someone who lives in the unit as his or her primary residence with the member, excluding employees of members.

FILED
02/18/02 1:33
ALLSOUTH STATE
NOTARY PUBLIC
FLORIDA

* * * * *

WITNESS my signature hereto this 29 day of MARCH, 2002,
at Boca Raton, Palm Beach County, Florida.

BOCA PALMS, INC.

Patricia Coulson BY: Bruce A. Hoewe (SEAL)
Witness PATRICIA COULSON President
Lauree E. Hollister ATTEST: Bruce A. Hoewe (SEAL)
Witness LAUREE E. HOLLISTER Secretary

STATE OF FLORIDA :
COUNTY OF PALM BEACH :

The foregoing instrument was acknowledged before me this 29 day of MARCH, 2002, by BRUCE A HOEWE and PAULI SUE BUTANI as PRESIDENT and SECRETARY respectively, of Boca Palms, Inc., a Florida not-for-profit corporation, on behalf of the corporation. They are personally known to me, or have produced DEVELOPER USE ONLY as identification and did take an oath. If no type of identification is indicated, the above-named persons are personally known to me.

Patricia Coulson (Signature)
Patricia Coulson (Print Name)
Notary Public, State of Florida at Large

209000_1

