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Reply To:

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jrembaum@becker-poliakoff.com

April 19, 2004

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

RE: Boca Palms, 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 **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,


JEFFREY A. REMBAUM
For the Firm

JAR/dj
Enclosures

cc: Boca Palms, Inc.

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

The undersigned officers of Boca Palms, Inc. do hereby certify that the following amendment to the Certificate of Incorporation of said corporation is 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 FEBRUARY 17, 2004. The amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval.

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

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

ARTICLE III

B. The Association shall have all of the powers of the Condominium Associations under and pursuant to Chapter 711, Florida Statutes, the Condominium Act, and shall have all the powers reasonably necessary to implement the purposes of the Association, including but not limited to, the following:

1. To make, establish and enforce reasonable rules and regulations governing the use of condominium units, common elements, limited common elements and condominium property, and association property, as said terms may be defined in the Declaration of Condominium.

WITNESS my signature hereto this 13 day of April, 2004, at Boca Raton, Palm Beach County, Florida.

BOCA PALMS, INC.

Mentore T. Kazim
Witness MENTORE T. KAZIM

BY: Nick Capson (SEAL)
President

M. E. Wagner
Witness MANIMUZA E. WAGNER

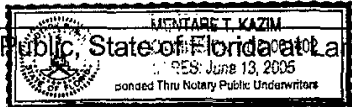
ATTEST: Becky A. Hennung (SEAL)
Secretary

STATE OF FLORIDA :
COUNTY OF PALM BEACH :

The foregoing instrument was acknowledged before me this 13 day of April, 2004, by Nick Capson and Becky A. Hennung, as Pres and Sec., 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 Ident. identification and did take an oath. If no type of identification is indicated, the above-named persons are personally known to me.

Mentore T. Kazim (Signature)

(Print Name)



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