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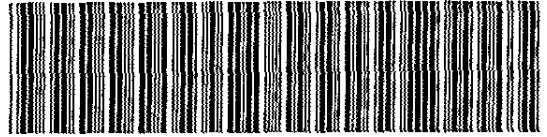
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July 8, 2003

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
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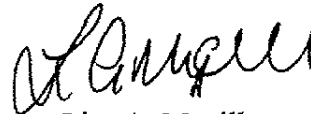
Re: Amendment to Articles of Incorporation

Dear Sir/Madam:

Enclosed please find an Amendment to the Articles of Incorporation of Playa del Sol Association, Inc., as well as Check # 13744 in the amount of \$35.00 to cover the cost of filing and the return of a certified copy.

Thank you for your attention to this matter.

Very truly yours,



Lisa A. Magill
For the Firm

LAM:mas
cc: Board of Directors
Enclosure
790171_1.DOC

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PLAYA DEL SOL ASSOCIATION, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: Amendments adopted:

1. *Amendment to Article VIII of the Articles of Incorporation as follows:*

The number of members of the Board of Directors of the Corporation shall be not less than five (5) nor more than nine (9). The number of members of the Board of Directors shall be as provided from time to time by the By-Laws of the Corporation. The members of the Board of Directors shall be elected by the members of the Corporation at the Annual Meeting of the membership as provided by the By-Laws of the Corporation, and each member of the Board shall be a member, or spouse of a member of the Playa del Sol Association, Inc. or shall be the person, or spouse of the person, designated by the company, corporation, ~~trust~~, or partnership to have the right both to occupy the apartment and to vote at the Annual Meeting. If any member of the Board of Directors, heretofore elected, ceases to meet the requirements of the Corporation, as described in this Article VIII, following this election, that person ~~he~~ shall immediately cease to be a member of the Board of Directors.

2. *Amendment to Article IX of the Articles of Incorporation, as follows:*

IX

The Board of Directors shall elect a President, Vice-President, Secretary and Treasurer, and as many ~~Vice-President, Assistant Secretaries and Assistant Treasurers~~ other officers as the Board of directors shall determine. the President and the Vice-President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of the President and Vice-President shall not be held by the same person, nor shall the office of President and Secretary ~~of Assistant Secretary~~ be held by the same person.

3. *Amendment to Article XV of the Articles of Incorporation, as follows:*

XV

An Amendment or Amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Corporation acting upon a vote of the majority of the Directors, or by the members of the Corporation owning at least 70 of the APARTMENTS in PLAYA del SOL CONDOMINIUM, whether meeting as members or by instrument in writing signed by them. Upon any Amendment or Amendments to these Articles of Incorporation being proposed by said Board of Directors, or members, such proposed Amendment or Amendments shall be transmitted to the President of the Corporation or other officer of the Corporation in the absence of the President, who shall thereupon call a Meeting of the members of the Corporation for a date not sooner than twenty (20) days, nor later than sixty (60) days from the receipt by him of the proposed Amendment or Amendments, and it shall be the duty of the Secretary to give each member written or printed notice of such Meeting, stating the time and place of the Meeting, and reciting the proposed Amendment or Amendments ~~in reasonably detailed form~~, which notice shall be mailed or presented personally to each member not less than ten (10), nor more than thirty (30), days before the date set for such Meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his post office address as it appears on the records of the Corporation, the postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver, when filed in the records of the Corporation, whether before or after the holding of the Meeting, shall be deemed equivalent to the giving of such notice to such member. At such Meeting the Amendment or Amendments proposed must be approved by an affirmative vote of the members owning not less than 186 APARTMENTS in PLAYA del SOL CONDOMINIUM in order for such Amendment or Amendments to become effective. Thereupon, such Amendment or Amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to register the same in the Office of the Secretary of State of the State of Florida, and upon the registration of such Amendment or Amendments with said Secretary of State, a certified copy thereof shall be recorded in the Public Records of Broward County, Florida, within ten (10) days from the date on which the same are so registered. At any meeting held to consider such Amendment or Amendments of these Articles of Incorporation, the written vote of any member of the Corporation shall be recognized, if such member is not in attendance at such meeting ~~or represented thereat by proxy~~; provided such vote is delivered to the Secretary of the Corporation prior to such meeting.

SECOND: The date of adoption of the amendment(s) was: February 18, 2003.

THIRD: Adoption of Amendment (Check One)

X The amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

_____ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the Board of Directors.

Dated: June 17, 2003 2003

PLAYA DEL SOL ASSOCIATION, INC.

Domenic R. Faro, President
(Chairman, Vice-Chairman, President or other officer)

Domenic R. Faro, President
Typed or printed name

President
Title

Fee: \$35.00 payable "Department of State"