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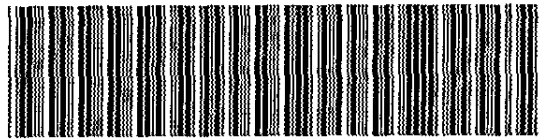
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500 Australian Avenue South, 9th Floor
West Palm Beach, Florida 33401
Phone: (561) 655-5444 Fax: (561) 832-8987
800-462-7783

Reply To:

Kenneth S. Direktor, Esq.
Direct: (561) 820-2880
kdirektor@becker-poliakoff.com

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4111 Stirling Road
Ft. Lauderdale, FL 33312
U.S. Toll Free: (800) 432-7712
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May 9, 2003

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


**RE: Phoenix Towers Condominium Association, 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 **Phoenix Towers Condominium Association, 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: Phoenix Towers Condominium Association, Inc.

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**CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
PHOENIX TOWERS CONDOMINIUM ASSOCIATION, INC.**

The undersigned officers of **Phoenix Towers Condominium Association, 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 X thereof, by the membership at a duly called and noticed meeting of the members held **February 10, 2003**. The amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

**AMENDMENTS TO THE
ARTICLES OF INCORPORATION OF
PHOENIX TOWERS CONDOMINIUM ASSOCIATION, INC.**

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

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ARTICLE II
Purpose

The general purpose of this non-profit corporation shall be as follows: To be the "Association" (as defined in the Condominium Act of the State of Florida, F.S. 744 ~~718~~ Et Seq., for the operation of PHOENIX TOWERS CONDOMINIUM ASSOCIATION, INC., a Condominium, to be created pursuant to the provisions of the Condominium Act, and as such Association, to operate and administer said Condominium and carry out the functions and duties of said Condominium Association, as set forth in the Declaration of Condominium establishing said Condominium and Exhibits annexed thereto. The Corporation may also be the Association for the operation of additional condominiums which may be created on property adjacent to the above specified Condominium. The Board of Directors shall have the authority in their sole discretion to designate the above Corporation as the Association for such additional condominium(s) and, in such instance(s), the provisions hereafter in these Articles of Incorporation shall be interpreted in such a manner as to include such additional condominium(s).

* * *

ARTICLE VI
Directors

Section 1. The affairs of the Corporation shall be managed and governed by a Board of Directors composed of ~~not less than three (3) nor more than the number specified by the By-Laws, and in the exact number of persons as specified in said By-Laws, and in the absence of such determination shall consist of three (3) Directors~~ seven (7) members. Directors ~~need not~~ must be members of the Association, ~~or the spouse or live-in companion of a member, excluding employees of members~~. The Directors, subsequent to the first Board of Directors, shall be elected at the annual meeting of the membership as provided in the By-Laws. Provisions for such election, and provisions respecting the removal, disqualification and resignation of Directors, and for filling vacancies on the Directorate, shall be established by the By-Laws.

* * *

ARTICLE VII
Officers

~~The names of the Officers who are to serve until the first election of Officers, pursuant to the terms of the Declaration of Condominium and By-Laws, are as follows:~~

President	Blucher H. Cooper
Vice President	William M. Womack, Jr.
Secretary	Gwen G. Brogdon
Treasurer	Gwen G. Brogdon

ARTICLE VIII
Board of Directors

~~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:~~

Name	Address
Blucher H. Cooper	350 Royal Palm Way Palm Beach, Florida 33480
William M. Womack, Jr.	350 Royal Palm Way Palm Beach, Florida 33480
Gwen G. Brogdon	350 Royal Palm Way Palm Beach, Florida 33480

ARTICLE IX VII
By-Laws

The By-Laws of the Corporation shall initially be made and adopted by its first Board of Directors.

~~Prior to the time any of the property described in Article II hereinabove has been submitted to the Condominium form of ownership by the filing of the Declaration of Condominium, said first Board of Directors shall have full power and authority to amend, alter or rescind said By-Laws by a majority vote.~~

After any of the property described in Article II has been submitted to Condominium ownership by the filing of the Declaration of Condominium, the By-Laws may be amended, altered, supplemented or modified in accordance with the relevant provisions concerning amendment, alteration, supplementation or modification as may be contained in said By-Laws.

ARTICLE X VIII
Amendments

Amendments to these Articles of Incorporation may be proposed by any member or director, and shall be adopted in the same manner as is provided for the amendment of the By-Laws, as set forth in Article IX, supra. Said amendment(s) shall be effective when a copy thereof, together with an attached Certificate of its approval by the Membership, sealed with the Corporate seal, signed by the Secretary or an Assistant Secretary, and executed and acknowledged by the President or Vice President, has been filed with the Secretary of the State, and all filing fees paid. Amendments to these Articles of Incorporation may also be approved by the membership by written agreement in lieu of a meeting.

ARTICLE XI IX
Powers

The Corporation shall have all of the powers set forth in Florida Statutes 617.024 ~~617.0302~~, all of the powers set forth in the Condominium Act of the state of Florida, and all powers granted to it by the Declaration of Condominium and Exhibits annexed thereto.

ARTICLE XII X
Dividends, Compensation and Stock

ARTICLE XIII XI
Indemnification

* * * * *

WITNESS my signature hereto this 28 day of April, 2003,
at Riviera Beach, Palm Beach County, Florida.

PHOENIX TOWERS CONDOMINIUM
ASSOCIATION, INC.

Ron Clemo
Witness

BY: Michelle R. Henry, Pres. (SEAL)
President

Christine King
Witness

ATTEST: John D. [Signature] (SEAL)
Secretary

STATE OF FLORIDA :
COUNTY OF PALM BEACH :

The foregoing instrument was acknowledged before me this 28 day of
April, 2002, by _____ and
_____, as _____ and _____,
respectively, of Phoenix Towers Condominium Association, Inc., a Florida not-for-profit
corporation, on behalf of the corporation. They are personally known to me, or have
produced _____ as identification and did take an oath. If no type of identification
is indicated, the above-named persons are personally known to me.

Margaret Deeters (Signature)
Margaret Deeters (Print Name)
Notary Public, State of Florida at Large

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