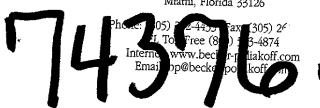
LAW OFFICES

BECKER & POLIAKOFF, P.A.

5201 Blue Lagoon Drive, Suite 100 Miami, Florida 33126



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Rosa M. De La Camara, Esq. Direct Dial: (305) 260-1011 rdelacam@becker-poliakoff.com

August 14, 2001

Corporate Records Bureau Division of Corporations Department of State P. O. Box 6327

Tallahassee, Florida 32301

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Re: Amendment to Articles of Incorporation

Dear Sir/Madam:

Enclosed herein please find a Certificate of Amendment to the Articles of Incorporation for Country Club of Miami Villas S1/B3 Association, 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.

Very truly yours,

Mabel Alamina

Secretary to Rosa M. de la Camara

MA/ Enclosures

This instrument was prepared by: ROSA M. DE LA CAMARA, ESQUIRE BECKER & POLIAKOFF, P.A. 5201 Blue Lagoon Drive, Suite 100 Miami, Florida 33126

Produced Identification ,

Type of Identification

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF COUNTRY CLUB OF MIAMI VILLAS S1/B3 ASSOCIATION, INC.

WHEREAS, the Certificate of Incorporation of COUNTRY CLUB OF MIAMI VILLAS S1/B3 ASSOCIATION, INC. (hereinafter the "Association") was issued by the Secretary of State of Florida on the 1st day of August, 1978; and

WHEREAS, at a duly adjourned meeting of the membership of the Association held on July 5, 2001, the amendments to the Articles of Incorporation as set out in Exhibit "A" hereto were adopted by a vote of the membership in excess of that required by the pertinent provisions of said Articles; and

NOW, THEREFORE, the undersigned hereby certifies that the amendment as set forth in Exhibit "A" attached hereto and incorporated herein is a true and correct copy of the amendments as approved by the membership of the Association as set forth above.

1	
WITNESS my signature hereto this	day of Must 2001 at Miami-Dade, Florida.
/01	COUNTRY CLUB OF MIAMEVILLES S1/B3 ASSOCIATION, INC.
Witness Ho. Wan Gonzalez	BY: Mikal Linux 300
Witness Way Grazale C	2 ⁿ -
Manlyn Dr. Hodgking Witness	PRINT: Michael Frisser (Seal) ATTEST Muhau Frience
Sworn to and subscribed before me this	day of <u>Aci Gust</u> , 2001 by
NOTAR Personally Known OR	Y PUBLIC - STATE OF FLORIDA

My Commission expires:

print

AMENDMENT TO ARTICLES OF INCORPORATION OF

COUNTRY CLUB OF MIAMI FAIRWAY VILLAS S1/B3 ASSOCIATION, INC.

(Additions shown by underlining; deletions by lined-through words)

1 Amendment to Article V, Section 1 of the Articles of Incorporation to provide as follows:

"The affairs of the Association will be managed shall be governed by a Board composed of not less than three (3) nor more than nine (9) five (5) Directors as shall be determined by the Board of Directors By-Laws, and in the absence of such determination shall consist of three (3) Directors. All Directors shall be homeowners or the spouse of a homeowner, or other person with written authorization from the homeowner."

2. Amendment to Article IV, Section 2 of the Articles of Incorporation to provide as follows:

"Membership in the Association shall be established by recording in the Public Records of Dade County, Florida, of a deed or other instrument establishing a change of record title to a dwelling unit and the delivery to the Association or of a certified topy of such instrument, the new owner designated by such instrument thereby becoming rinember of the Association, which instrument shall be delivered to the Association within thirty (30) days of the date of closing, or the Association may levy a fine as further provided in the By-Laws. The membership of the prior owner shall be thereby terminated."

3. Amendment to Article V, Section 1 of the Articles of Incorporation to provide as follows:

"Directors of the Association shall be appointed or elected at the annual meeting of the members in the manner determined by the By-Laws except that for so long as Country Club of Miami Corporation, a Florida corporation, or its successors is the owner of not less than ten (10) dwelling units, it shall have the right to elect at least 40% of the Directors who need not be residents of the dwelling units. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws."