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February 23, 2000

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

**RE: Rainberry Bay Master 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 **Rainberry Bay Master Association, Inc.**, as well as a check in the amount of **\$87.50** to cover the cost of filing same and return of a stamped copy to my attention.

8000008150228--8
-02/23/00-21075-004
*****87.50 *****87.50

International Offices: Thank you for your attention to this matter.

Beijing,
People's Republic
of China

Prague,
Czech Republic

Bern, Switzerland*

Very truly yours,

KENNETH S. DIREKTOR
For the Firm

000003195250--0
-04/04/00--01007--013
*****87.50 *****43.75

KSD/ebd
Enclosures

cc: Rainberry Bay Master Association, Inc.

166896_1

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR -3 PM 3:21

Amend
NFS 4-5-2000

BECKER & POLIAKOFF, P.A.
500 Australian Avenue South
Clearlake Plaza - 9th Floor
West Palm Beach, FL 33401



FACSIMILE COVER SHEET

Our Fax # 1-561-832-8987

DATE: April 3, 2000 **TOTAL NUMBER OF PAGES: 2**
(includes this cover sheet)

RECIPIENT: LOUISE JACKSON
OFFICE OF SECRETARY OF STATE

RECIPIENT'S FAX NO: (850)487-6897

CLIENT/MATTER: R01993/07533

FROM: Eileen/Kenneth S. Direktor, Esq. **PHONE NO:** (561)655-5444

RE: RAINBERRY BAY MASTER ASSOCIATION, INC.

MESSAGE: Pursuant to our telephone conversation, attached please find the corrected Amendment to Articles of Incorporation which was originally sent under cover of our February 23, 2000 letter. If you have any questions, please call Eileen at (561)820-2880. Thank you.

If you do not receive all pages, or if you have any other difficulties with this transmission please call 1-561-655-5444.

The information contained in this transmission is legally privileged and confidential information intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, or the employee or agent responsible to deliver it to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please immediately notify us by telephone and return the original message to us at the above address via the U.S. Postal Service.

THANK YOU.

Operator _____ Accounting Copy _____

00 APR -3 PM 3:21

AMENDMENT TO
ARTICLES OF INCORPORATION
FOR
RAINBERRY BAY

ARTICLE II
Purposes and Powers

The objects and purposes of the Association are those objects and purposes as are authorized by the Homeowner's Master Association Covenants for Rainberry Bay dated June 14, 1978 and recorded June 23, 1978, in Official Records Book 2882, Page 1318, Public Records of Palm Beach County, Florida.

ARTICLE III
Members

Section 2. Voting Rights. ~~The Association shall have two classes of voting membership:~~

~~Class A. Class A Members shall be all those owners as defined in Section 1. with the exception of the Developer as defined in the above described Homeowners' Association Covenants, hereinafter referred to as "the Developer".~~ Class A Members shall be entitled to one vote for each lot in which they hold the interests required for membership by Section 1. When more than one person holds such interest or interests in any lot, all such persons shall be members, but the vote for such lot shall be exercised only by that one person designated in writing by all such members. In no event shall more than one vote be cast with respect to any such lot.

~~Class B. The Class B member shall be the Developer. The Class B member shall be entitled to one vote for each lot in which it holds the interest required for membership in Section 1, provided however, that notwithstanding any provision to the contrary, the Developer shall have the right to elect a majority of the Board of Directors of the Association until~~

~~such time as Developer no longer holds the title to any portion of the properties subject to the above described Homeowners' Association Covenants for Rainberry Bay or to any additional property which may have been brought under the provisions thereof by recorded supplemental declarations.~~

**CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
RAINBERRY BAY MASTER ASSOCIATION, INC.**

The undersigned officers of **Rainberry Bay Master 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 VIII thereof, by the membership at a duly called and noticed meeting of the members held **January 5, 2000**. The amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

SEE ATTACHED

WITNESS my signature hereto this 7 day of Feb, 2000,
at Delray Beach, Palm Beach County, Florida.

RAINBERRY BAY MASTER ASSOCIATION, INC.

Donald Crandall
Witness

BY: Sidney E. Sherman (SEAL)
President

Clair V. Shepherd
Witness

ATTEST: Maury A. Dalbey (SEAL)
Secretary

STATE OF FLORIDA :

COUNTY OF PALM BEACH :

The foregoing instrument was acknowledged before me this 7 day of Feb, 2000, by Sidney Sherman and Maury Dalbey, as President and Secretary, respectively, of **Rainberry Bay Master 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.

Maury A. Dalbey (Signature)