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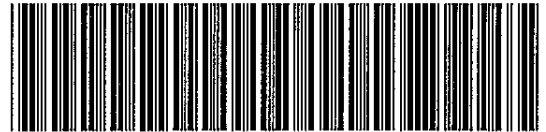
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SACHS SAX KLEIN

ATTORNEYS AT LAW

SUITE 4150
301 YAMATO ROAD
BOCA RATON, FLORIDA 33431

TELEPHONE (561) 994-4499
DIRECT LINE (561) 237-6888
FACSIMILE (561) 994-4985

MAILING ADDRESS
POST OFFICE BOX 810037
BOCA RATON, FLORIDA 33481-0037

STEVEN G. RAPPAPORT, ESQ.
ALSO ADMITTED IN THE DISTRICT OF COLUMBIA
e-mail: srappaport@ssklawfirm.com

June 10, 2005

The Secretary of State
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

**Re: Rainberry Bay Master Association, Inc.
Articles of Amendment to Articles of Incorporation
Our File No. 4718.01**

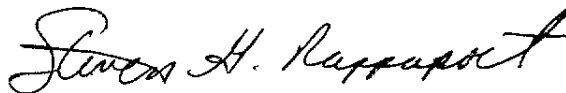
Ladies and Gentlemen:

Enclosed for filing please find the original Articles of Amendment to the Articles of Incorporation of the above-named Association together with this firm's check made payable to the Secretary of State in the amount of \$43.75, which includes \$35.00 for the filing fee and \$8.75 for a certified copy of same. Please return a certified copy of the recorded document to me in the self-addressed stamped envelope enclosed for your convenience.

Thank you for your attention to this matter.

Very truly yours,

SACHS SAX KLEIN



STEVEN G. RAPPAPORT

SGR/chg

Enclosure

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

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Pursuant to the provision of Chapter 617 and 720 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The Amendments adopted are attached as Exhibit "A".

SECOND: On MAY 4, 2005, the above Amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.

DATED: 5/31/05, 2005.

RAINBERRY BAY MASTER ASSOCIATION, INC.

By: DANIEL GINTIS
Daniel Gintis, President

By: HENRY E. WOODS
Henry E. Woods, Secretary

EXHIBIT "A"

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

The Homcoowners Association Covenants for Rainberry Bay are recorded in Official Records Book 2882, at Page 1318, in the Public Records of Palm Beach County, Florida.

As indicated herein, words underlined are added and words ~~struck through~~ are deleted.

Item 1: Article III, Section 3, of the Articles of Incorporation of Rainberry Bay Master Association, Inc., entitled Meeting of Members, shall be amended as follows:

The By-Laws of the Association shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting. A quorum for the transaction of business at any meeting of the members shall exist if 33 1/3% of the total number of members in good standing shall be present or represented at the meeting by proxy or by absentee ballot.

Item 2. Article VIII of the Articles of Incorporation shall be amended as follows:

Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption by a majority of the members present and voting in person or by proxy or by absentee ballot.