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BECKER & POLIAKOFF, P.A.

Reply To:

Robert Rubinstein, Esq.
(954) 985-4119
rrubinst@becker-poliakoff.com

VEND. # 4001
ACC 5030 # 35.00
APPROVAL [Signature]

June 11, 2001

Top Of The Mile, Inc.
c/o United Realty Mgmt. Corp
Attn: Paul Epstein, Mgr.
3300 University Drive, #405
Coral Springs, FL 33065

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RECEIVED
JUN 13 2001
01 AUG 14 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

Re: Amendments to Declaration of Condominium, Articles of Incorporation
and By-Laws

Dear Members of the Board:

Pursuant to your request, enclosed please find a Certificate of Amendment to the Declaration of Condominium, Articles of Incorporation and By-Laws.

Kindly review the contents of the Amendments to assure that they set forth accurately the Amendments as passed by the membership. In the event that any language needs correction, please advise me and the respective changes will be made prior to forwarding these Amendments for recordation.

If the Amendments meet with the Board's approval, please complete and have the Certificate signed by the President, before two (2) witnesses and a Notary Public for the State of Florida (note - the Notary Public may also serve as one of the two witnesses) and return the executed copy to me together with a check in the amount of \$37.50 made payable to the "Board of County Commissioners" to cover the cost of recording. I will then proceed to have the Amendments filed for recording in the Public Records of Broward County. Please be aware these Amendments are not effective until recorded in the Public Records.

Further, I have enclosed Articles of Amendment to the Articles of Incorporation which must be filed with the Secretary of State, Division of Corporations, in Tallahassee, Florida. Kindly have the President sign the form, complete and return to me together with a check in the amount of \$35.00 made payable to the "Department of State". I will then have the amendment to the Articles of Incorporation filed with the State of Florida.

Amend

S. PAYNE AUG 15 2001

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DIVISION OF CORPORATIONS

Top Of The Mile, Inc.
June 11, 2001
Page 2

If you have any questions, please do not hesitate to contact me.

Very truly yours,

A handwritten signature in cursive script that reads "Robert Rubinstein".

ROBERT RUBINSTEIN
For the Firm

RR/pah
Enclosure

650159_1.DOC

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
FOR
TOP OF THE MILE, INC.

FILED
01 AUG 14 PM 1:58
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: Amendment adopted:

Article VIII of the Articles of Incorporation, is amended to read as follows:

The number of members of the first Board of Directors of the corporation shall be 3. The number of members of succeeding 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 at least a majority of the Board of Directors shall be members of the Corporation or shall be authorized representatives, officers or employees of a corporate member of the Corporation.

~~When unit owners other than the Developer own fifteen percent (15%) or more of the units that will be operated ultimately by the Association, the unit owners other than the Developer shall be entitled to elect not less than one third (1/3) of the members of the Board of Directors of the Association. Unit owners other than the Developer shall be entitled to elect not less than a majority of the members of the Board of Directors of the Association three (3) years after sales by the Developer have been closed of seventy five percent (75%) of the units that will be operated ultimately by the Association, or three (3) months after sales have been closed by the Developer of ninety percent (90%) of the units that will be operated ultimately by the Association, or when all of the units that will be operated ultimately by the Association have been completed and some of them have been sold and none of the others are being offered for sale by the Developer in the ordinary course of business, whichever shall first occur. The Developer shall be entitled to elect not less than one (1) member of the Board of Directors of the Association as long as the Developer holds for sale in the ordinary course of business any units in the condominium operated by the Association.~~

~~Within sixty (60) days after unit owners other than the Developer are entitled to elect a member or members of the Board of Directors of the Association, the Association shall call and give not less than thirty (30) days nor more than forty (40) days notice of a meeting of the unit owners for this purpose. Such meeting may be called and the notice given by any unit owner if the Association fails to do so.~~

SECOND: The date of adoption of the amendment was:

March 19, 2001.

THIRD: Adoption of Amendment:

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

Dated JULY 17, 2001.

Top of the Mile, Inc.

James W. Miller

(Chairman, Vice-Chairman, President or other officer)

JAMES W. MILLER

Typed or printed name

PRESIDENT

Title