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June 24, 2002

Florida Secretary of State
Division of Corporations
Bureau of Corporate Records
409 E. Gaines Street
Tallahassee, FL 32399

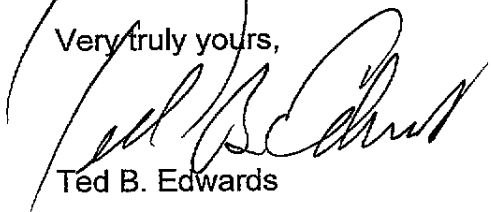
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Re: Conveyance between Sea World of Florida, Inc. and Westwood Plaza Property Owners' Association, Inc.

Dear Sir/Madam:

Enclosed please find Articles of Amendment to Articles of Incorporation of Westwood Plaza Property Owners' Association, Inc. I am also enclosing a check made payable to the Secretary of State in the amount of \$43.75 representing \$35.00 for Amending the Articles of Incorporation and \$8.75 for obtaining a certified copy of the same. I am enclosing a copy of the Articles of Amendment for certification. Should you require anything further, please advise me accordingly.

Very truly yours,



Ted B. Edwards

TBE/ts
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 JUL -1 AM 11:41

Amendment
NFS
7-9-02

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
WESTWOOD PLAZA PROPERTY OWNERS' ASSOCIATION, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2002 JUL -1 AM 11:41

Pursuant to Section 617.1006, Florida Statutes, the Articles of Incorporation of **WESTWOOD PLAZA PROPERTY OWNERS' ASSOCIATION, INC.** are hereby amended as follows:

1. **ARTICLE IV** is modified and amended to add the following:
 - (h) dedicate, sell or transfer all or any part of the Common Area to any member of the Association or other third party for such purposes and subject to such conditions as may be agreed to by the members. No such conveyance or transfer shall be effective unless it shall have the assent of two-thirds (2/3) of the members.
2. **ARTICLE IV, SECTIONS (d), (e) and (f)**, are modified and amended to delete "each class of" to clarify Developer shall have the same voting rights as other members.
3. **ARTICLE VI** is modified and amended to substitute the following:

VOTING RIGHTS

Each person who holds record title to land which is subject to assessment by the Association shall be entitled to cast one vote for each quarter acre or portion thereof owned by such person.

The foregoing was recommended to the members of the Association by the Board of Directors pursuant to a resolution adopted at a duly called and held meeting of the Board of Directors on MARCH 27, 2002. The members of the Association were entitled to vote on the foregoing Amendment, and the Amendment was approved by a majority of Directors and not less than seventy-five percent (75%) of the votes of the membership of the Association which was sufficient for approval by the voting group. The foregoing Amendment was adopted by the Members of the Association on MARCH 27, 2002.

IN WITNESS WHEREOF, Westwood Plaza Property Owners' Association, Inc., has caused these Articles of Amendment to be executed by its duly authorized officers and its corporate seal to be affixed hereto this 10th day of JUNE, 2002.

Attested:

By: Laura Ragano
Secretary

By: Frank Cain

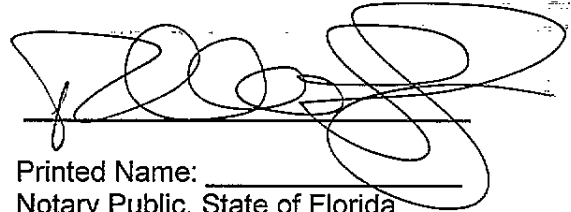
Frank Cain, President
**WESTWOOD PLAZA PROPERTY
OWNERS' ASSOCIATION, INC.**

(CORPORATE SEAL)

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 10th day of June, 2002, by Frank Cain, as President of Westwood Plaza Property Owners' Association, Inc., a Florida nonprofit corporation, on behalf of the corporation. He is personally known to me.




Printed Name: _____
Notary Public, State of Florida