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**BASIC AMENDMENT**

**OCEAN TRACE CONDOMINIUM ASSOCIATION, INC.**

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
OCEAN TRACE CONDOMINIUM ASSOCIATION, INC.**

Pursuant to the provisions of Section 617.1006, Florida Statutes, this Florida not for profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of this Corporation is Ocean Trace Condominium Association, Inc.

2. Article XII, Section 12.2 of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

12.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one-third of the voting interests of the members of the Association. The approval must be:

(a) at any time, by not less than 66-2/3% of the votes of all members of the Association represented at a meeting at which a quorum has been attained and by not less than 66-2/3 percent of the entire Board of Directors; or

(b) after control of the Association is turned over to Unit Owners other than the Developer, by not less than 80% of the votes of the members of the Association represented at a meeting at which a quorum has been attained; or

(c) after control of the Association is turned over to Unit Owners other than the Developer, by not less than 60% of the entire Board of Directors; or

(d) before control of the Association is turned over to Unit Owners other than the Developer, by not less than 66 2/3% of the entire Board of Directors.

3. The foregoing amendment was approved by the Board of Directors of the Corporation by Unanimous Written Consent on November 17, 2004, and it was recommended that the Articles of Amendment be presented to the Members for adoption at a special meeting.

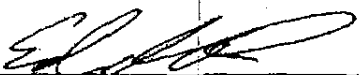
4. The foregoing amendment was adopted pursuant to Section 617.1002, Florida Statutes, by Written Consent of the Members on November 17, 2004; the vote of the Members for the amendment was sufficient for approval.

IN WITNESS WHEREOF, Ocean Trace Condominium Association, Inc. has caused these Articles of Amendment to Articles of Incorporation to be executed in its name by its President this 17 day of November, 2004.

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OCEAN TRACE CONDOMINIUM  
ASSOCIATION, INC.

By:   
Edward "Chip" Conk  
President