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MARSH HARBOUR 3 CONDOMINIUM ASSOCIATION, INC.

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ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
MARSH HARBOUR 3 CONDOMINIUM ASSOCIATION, INC.

Document Number H04000226438 3

Pursuant to the Developer's Designation attached as Exhibit "A" and the provisions of Section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: The following has been revised as follows:


Replacing Officers and Directors

John Barr is removed as President and Director. Bruce Adams, whose address is 2121 Ponce de Leon Blvd., PH, Coral Gables, FL 33134, is appointed as President and Director.

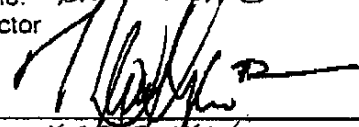
Eric Accime is removed as Vice President and Director. Karr Shannon, whose address is 2121 Ponce de Leon Blvd., PH, Coral Gables, FL 33134, is appointed as Vice President and Director.

Elizabeth White is removed as Secretary/Treasurer and Director. Kim Greenberg, whose address is 2121 Ponce de Leon Blvd., PH, Coral Gables, FL 33134, is appointed as Secretary/Treasurer and Director.

SECOND: Date: The date of adoption of the amendments was June 20, 2006.


Name: BRUCE ADAMS
Director

Date: 6/20/2006


Name: KARR SHANNON
Director

Date: 6/20/2006

FAX AUDIT NO. H06000166959 3 EXHIBIT "A"

**DECLARANT DESIGNATION OF
OFFICERS AND DIRECTORS**

The undersigned, as the Declarant of **MARSH HARBOUR MAINTENANCE ASSOCIATION, INC.**, a Florida not for profit Corporation, **MARSH HARBOUR 1 CONDOMINIUM ASSOCIATION, INC.**, a Florida not for profit corporation, **MARSH HARBOUR 2 CONDOMINIUM ASSOCIATION, INC.**, a Florida not for profit corporation, **MARSH HARBOUR 3 CONDOMINIUM ASSOCIATION, INC.**, a Florida not for profit corporation, **MARSH HARBOUR 4 CONDOMINIUM ASSOCIATION, INC.**, a Florida not for profit corporation, **MARSH HARBOUR 41 CONDOMINIUM ASSOCIATION, INC.**, a Florida not for profit corporation, **MARSH HARBOUR 49 CONDOMINIUM ASSOCIATION, INC.**, a Florida not for profit corporation, **MARSH HARBOUR 50 CONDOMINIUM ASSOCIATION, INC.**, a Florida not for profit corporation, **MARSH HARBOUR 51 CONDOMINIUM ASSOCIATION, INC.**, a Florida not for profit corporation, **MARSH HARBOUR 52 CONDOMINIUM ASSOCIATION, INC.**, a Florida not for profit corporation (the "Corporations") referred to collectively herein as (the "Associations"), adopt the following actions pursuant to Section 4.15 of the Bylaws of the Association and in accordance with the Florida Not For Profit Corporation Act:

RESOLVED, that, in accordance with the Bylaws of the Associations, **John Barr** is removed as a member of the Board of Directors and as President of the Associations and that **Bruce Adams** be, and hereby is, appointed and designated to serve as a director and President of the Associations, to hold office until the next election of directors and until his successor is duly elected and shall qualify, unless sooner displaced; and it is

FURTHER RESOLVED, that **Eric Accime** is removed as a member of the Board of Directors and as Vice President of the Associations and that **Karr Shannon** be, and hereby is, appointed and designated to serve as a director and Vice President of the Associations, to hold office until the next election of directors and until his successor is duly elected and shall qualify, unless sooner displaced; and it is

FURTHER RESOLVED that **Elizabeth White** is removed as a member of the Board of Directors and as Secretary/Treasurer of the Associations and that **Kim Greenberg** be, and hereby is, appointed and designated to serve as a director and Secretary/Treasurer of the Associations, to hold office until the next election of directors and until his successor is duly elected and shall qualify, unless sooner displaced; and it is

IN WITNESS WHEREOF, the undersigned execute the foregoing corporate actions for the purpose of giving its consent to it as of the 26th day of June 2006

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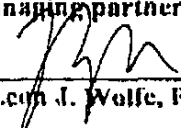
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DECLARANT:

**MARSH HARBOUR ASSOCIATES, LTD., a
Florida limited partnership**

**By: BMG Cornerstone Joint Venture, a
Florida General Partnership, as sole
general partner**

**By: Cornerstone Congress, L.L.C. a
Florida limited liability company,
as managing partner**

**By: 
Leon J. Wolfe, President**

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