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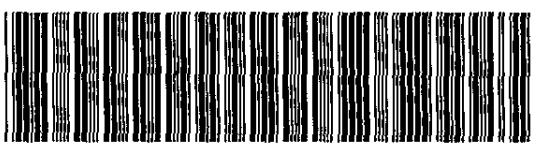
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CAPITAL CONNECTION, INC.

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Airways Centre Condominium
Association, Inc.

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- Merger File _____
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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AIRWAYS CENTRE CONDOMINIUM ASSOCIATION, INC.
(Document No. N06000001747)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Fla. Stat., this Florida not-for-profit corporation adopts the following amendments to its Articles of Incorporation:

I. Amendments Adopted:

- A. Article III: Purpose is hereby deleted, and the following is hereby substituted:

Article III: Purpose

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act, Chapter 718, Florida Statutes (the "Act") for the operation of that certain condominium to be known as Airways Centre Condominium (the "Condominium"), which may be established in Miami-Dade County, Florida, and which the developer elects to be governed by the Association. The developer of the Condominium is Airways Centre Realty Co., LLC, and is hereinafter referred to as the "Developer."

- B. Article IV: Qualification is hereby deleted, and the following is hereby substituted:

Article IV: Members

4.1 Membership The Members of the Association shall consist of all of the record Owners of Units in the Condominium; and, after termination of the Condominium, if same shall occur, the Members of the Association shall consist of those who are Members at the time of the termination, and their successors and assigns. Membership shall be established by the acquisition of ownership of fee title to, or fee interest in, a Condominium Parcel in the Condominium, whether by conveyance, devise, judicial decree, or otherwise subject to the provisions of the Declaration, and by the recordation among the Public Records of Miami-Dade County, Florida, of the deed or other instrument establishing the acquisition and designating the Condominium Parcel affected thereby, and by the delivery to the Association of a true copy of such deed or other instrument. The new Owner designated in such deed or other instrument shall thereupon become a Member of the Association, and the membership of the prior Owner as to the Condominium Parcel designated shall be terminated.

4.2 Assignment The share of a Member in the funds and assets of the Association, in its Common Elements and its Common Surplus, and membership in this Association, cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that share is held.

4.3 Voting On all matters upon which the membership shall be entitled to vote, there shall be only one (1) vote for each Unit. Said votes shall be exercised or cast in the manner provided by the Declaration and By-Laws. Any person or entity owning more than one (1) Unit shall be entitled to one (1) vote for each Unit owned.

4.4 Meetings The By-Laws shall provide for an annual meeting of Members, and may make provision for regular and special meetings of Members other than the annual meeting.

C. Article VI: Initial Board of Directors is hereby deleted, and the following is hereby substituted:

Article IV: Directors

6.1 Number and Qualification The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined by the By-Laws, but which shall consist of not less than three (3) directors. Directors do not have to be Members of the Association.

6.2 Duties and Powers All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when that is specifically required.

6.3 Election: Removal Directors of the Association shall be elected at the annual meeting of the Members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

6.4 Term of Developer's Directors. The Developer of the Condominium shall appoint the members of the first Board of Directors who shall hold office for the periods described in the By-Laws.

6.5 First Directors The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James L. Winter	c/o Commercial Property Group, Inc. 2325 N.W. 102nd Place Miami, FL 33172
Benjamin J. Winter	c/o Commercial Property Group, Inc. 2325 N.W. 102nd Place Miami, FL 33172
Ralph Merritt, Jr.	c/o Commercial Property Group, Inc. 2325 N.W. 102nd Place Miami, FL 33172

- D. Article VIII: Dissolution is hereby deleted, and the following is hereby substituted:

Article VIII: Dissolution

In the event of dissolution or final liquidation of the Association, the assets, both real and personal of the Association, consisting of the surface water management system, including drainage easements, shall, upon request by the appropriate public agency or utility, be dedicated to such public agency or utility to be devoted to purposes, as nearly as practicable, the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization, to be devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the Association. No such disposition of Association properties shall be effective to divest or diminish any right or title of any Unit Owner vested in him under the recorded Declaration and deeds applicable to the Condominium, unless made in accordance with the provisions of such Declaration and deeds.

- E. Article X: Amendments is hereby deleted, and the following is hereby substituted:

Article X: Amendments

Amendments to these Articles shall be proposed and adopted in the following manner:

10.1 Notice Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

10.2 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 (1/3) of the Members of the Association. Directors and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided that approval is delivered to the secretary at or prior to the meeting. The approvals must be either:

A. By not less than two-thirds (2/3) of the entire membership of the Board of Directors and by not less than eighty percent (80%) of the votes of the entire membership of the Association; or

B. By not less than ninety percent (90%) of the votes of the entire membership of the Association.

10.3 Limitation. No amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of Members, nor any changes in Articles 11.3 and 11.4 of Article 11, entitled "Corporate Powers," without approval in writing by all Members and the joinder of all record owners of mortgages upon Units. No amendment shall be made that is in conflict with the Act or the Declaration of Condominium (the "Declaration"), nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Developer, or an affiliate, beneficiary or designee of the Developer, unless the Developer shall approve and join in the execution of the amendment. In addition, any amendment which would affect the surface water management system, including, but not limited to, the Intracoastal Waterway, drainage easements, and the water management portions of the common elements, must have the prior approval of the South Florida Water Management District.

10.4 Recording A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Miami-Dade County, Florida.

F. Article XI: Corporate Powers is hereby deleted, and the following is hereby substituted:

Article XI: Corporate Powers

The powers of the Association shall include and be governed by the following:

11.1 General The Association shall have all of the common law and statutory powers of a not-for-profit Corporation under the laws of Florida that are not in conflict with the provisions of these Articles or of the Act.

11.2 Enumeration The Association shall have all the powers and duties set forth in the Act (except as to variances in these Articles and the Declaration which are permitted by the Act), and all of the powers and duties reasonably necessary to operate the Condominium pursuant to its Declaration, and as they may be amended from time to time, including, but not limited to, the following:

A. To make and collect Assessments and other charges against Members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

B. To buy, own, mortgage, hypothecate, operate, lease, sublease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Condominium.

C. To maintain, repair, replace, reconstruct, add to, and operate the Condominium and other property acquired or leased by the Association for use by Unit Owners.

D. To purchase insurance upon the Condominium and insurance for the protection of the Association, its officers, directors, and Members as Unit Owners, and such other parties as the Association may determine in the best interest of the Association.

E. To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium and for the health, comfort, safety and welfare of the Unit Owners.

F. To approve or disapprove the leasing, transfer, mortgaging, change of use, ownership and possession of Units as may be provided by the Declaration.

G. To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws, and the rules and regulations for the use of the Condominium.

H. To contract for the management of the Condominium, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association, except (1) those which require specific approval of the Board of Directors or the membership of the Association; (2) those which are incapable of being delegated as same may be contrary to the Declaration or the By-Laws; (3) those which are contrary to the Statutes of the State of Florida; and (4) wherein a delegation is a power and duty which by its very nature is a decision or fiduciary responsibility to be made by the Board of Directors and is therefore not susceptible of delegation.

attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

14.3 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the directors, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

14.4 Miscellaneous The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

14.5 Insurance The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

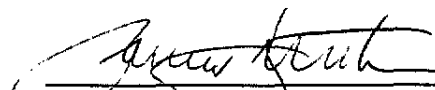
J. A new Article XV: By-Laws is added to the Articles of Incorporation, as follows:

Article XV: By-Laws

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the directors and Members in the manner provided in the By-Laws.

II. The date of adoption of the Amendment was February 21, 2006, to be effective immediately.

III. There are no members or members entitled to vote on the Amendment. The Amendment was adopted by the Board of Directors.



JAMES L. WINTER,
Chairman of the Board