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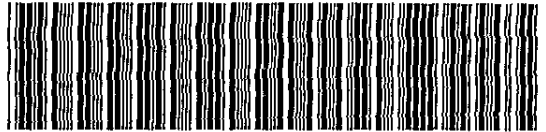
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05 MAY 19 PM 4:07
SECRETARY OF STATE
TREASURY BUILDING

Amend
C. Coulette MAY 24 2005

LARRY E. SCHNER, P.A.
ATTORNEY AT LAW

Telephone: (561) 368-6266
Telefax: (561) 368-0211

750 South Dixie Highway
Boca Raton, FL 33432

of Counsel to
Lavage, Brown, Ronan
& Soff, P.A.

May 16, 2005

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

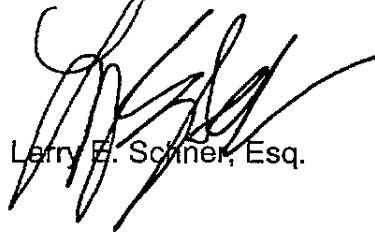
Re: Ville De Capri Homeowners' Association, Inc.

Dear Sir or Madam:

Enclosed is the Articles of Amendment to Articles of Incorporation for the Ville De Capri Homeowners' Association, Inc. for filing with the Secretary of State. Enclosed is a check in the amount of \$43.75 representing the filing fee for the Amendment as well as a certified copy of the Articles of Amendment to be sent to this office. A self-addressed envelope is enclosed for your convenience.

If you have any questions please feel free to contact me to discuss.

Very truly yours,



Larry E. Schner, Esq.

LES/es
Enclosures

This instrument prepared by and return to:
LARRY E. SCHNER, ESQ.
750 So. Dixie Highway
Boca Raton, FL 33432

FILED
05 MAY 19 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FL 32399

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
VILLE DE CAPRI HOMEOWNERS' ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)**

The Articles of Incorporation of VILLE DE CAPRI HOMEOWNERS' ASSOCIATION, INC., ("VILLE DE CAPRI") is hereby amended pursuant to approval of the Board of Directors and ratification of the membership by the affirmative vote of a majority of the membership of the Association pursuant to Article VIII of the Articles of Incorporation for VILLE DE CAPRI, dated October 17, 1985.

I. This Amendment hereby amends Article V, Section 1 of the Articles of Incorporation as follows:

"Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than ~~three~~five nor more than nine persons, but as many persons as the Board of Directors shall from time to time determine. A majority of the directors in office shall constitute a quorum for the transaction of business. The Bylaws shall provide for meetings of directors, including an annual meeting.

The number of directors may be changed by resolution adopted by the Board of Directors; provided, however, that the number of directors shall not be decreased to less than five (5). The directors elected by the members shall have staggered terms.

To accomplish the staggered terms, the following election procedure shall apply to the election of the five (5) directors by members at the 2005 annual meeting of members and election of Directors. The two (2) directors receiving the highest number of votes shall be elected for a two (2) year term. The three (3) remaining directors elected, shall be elected for a one (1) year term."

II. Except as amended and modified herein, all other terms and conditions of the Articles of Incorporation for VILLE DE CAPRI shall remain in full force and effect according to their terms.

III. This Amendment has been proposed and adopted by a majority of the membership of the Association which is sufficient for approval *on April 21, 2005.*

IN WITNESS WHEREOF, the Declarant has caused this Amendment to the Articles of Incorporation for VILLE DE CAPRI to be executed by the duly authorized officer, this 21 day of April, 2005.

WITNESSES:

VILLE DE CAPRI HOMEOWNERS' ASSOCIATION, INC.

David E. David

WITNESS

DAVID E. DAVID

(Print name)

Sanford H. Hersh

WITNESS

SANFORD H. HERSH

(Print name)

BY:

Jos. Carotenuto
President

STATE OF FLORIDA
COUNTY OF PALM BEACH

THE FOREGOING instrument was acknowledged before me this 2 day of April, 2005, by JOS. CAROTENUTO, President of Ville De Capri Homeowners Association, Inc., who was personally known to me or who has produced (Florida Driver's License) as identification.

WITNESS my hand and official seal at the County and State aforesaid this 21 day of April, 2005.

Sheila Lindenbaum

Notary Public

My commission expires:



Sheila Lindenbaum
MY COMMISSION # D0121854 EXPIRES
June 7, 2006
BONDED THRU TROY FAIR INSURANCE, INC.