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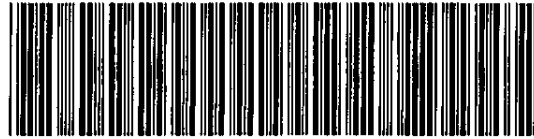
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December 13, 2006

VIA REGULAR MAIL

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

**Re: Articles of Amendment to The Articles of Incorporation of Truman
Annex Master Property Owners' Association**

Dear Sir/Madame:

Enclosed is the Articles of Amendment to The Articles of Incorporation of Truman
Annex Master Property Owners' Association along with a check in the amount of
\$35.00 to cover the fee.

Sincerely,

David H. Rogel
For the Firm

DHR/lev
Enclosure

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EXHIBIT "A"
AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
THE TRUMAN ANNEX MASTER PROPERTY OWNERS' ASSOCIATION, INC.

(Additions shown by underlining; deletions shown by "---")

Amendment to Article VII of the Articles of Incorporation, as follows:

Section 7. Members elected or appointed to the Board of Directors shall hold office for their respective terms ~~until the next succeeding annual meeting of the Association~~, and thereafter until qualified successors are duly elected and have taken office. If a Director shall for any reason cease to be a Director, the remaining ~~Residential~~ Board Members so elected may appoint a successor to fill the vacancy for the balance of the unexpired term.

EXHIBIT "B"
AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
THE TRUMAN ANNEX MASTER PROPERTY OWNERS' ASSOCIATION, INC.

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(Additions shown by underlining; deletions shown by "---")

Amendment to Article VII of the Articles of Incorporation, as follows:

- Section 1. The affairs of the Association shall be managed by a Board of Directors, as provided in the By-Laws, consisting of ~~not less than~~ seven (7) persons
- Section 2. The names and addresses of the Members of the ~~first~~ Board of Directors of the Association, who shall hold office until the ~~first~~ next election and thereafter until successors are duly elected and have taken office, are as follows:

<u>Name</u>	<u>Address</u>
Pritam Singh	e/o Morgan & Hendrick 317 Whitehead Street Key West, FL 33040
Robert Raphael	e/o Morgan & Hendrick 317 Whitehead Street Key West, FL 33040
Stephen Josephs	e/o Morgan & Hendrick 317 Whitehead Street Key West, FL 33040
Edward J. Faneuil	e/o Morgan & Hendrick 317 Whitehead Street Key West, FL 33040
Kendall Porter	e/o Morgan & Hendrick 317 Whitehead Street Key West, FL 33040
Peter Mayer	e/o Morgan & Hendrick 317 Whitehead Street Key West, FL 33040
Jacqueline Creath	e/o Morgan & Hendrick 317 Whitehead Street Key West, FL 33040
<u>Tom Tukey</u>	<u>c/o The Truman Annex Master Property Owners' Association, Inc. 201 Front Street, Suite 103 Key West, Florida 33040</u>

Bill Cartledge

c/oThe Truman Annex Master
Property Owners' Association, Inc.
201 Front Street, Suite 103
Key West, Florida 33040

Jerry Coleman

c/oThe Truman Annex Master
Property Owners' Association, Inc.
201 Front Street, Suite 103
Key West, Florida 33040

Ann Hurlock

c/oThe Truman Annex Master
Property Owners' Association, Inc.
201 Front Street, Suite 103
Key West, Florida 33040

Larry Kline

c/oThe Truman Annex Master
Property Owners' Association, Inc.
201 Front Street, Suite 103
Key West, Florida 33040

Dave Pfent

c/oThe Truman Annex Master
Property Owners' Association, Inc.
201 Front Street, Suite 103
Key West, Florida 33040

Fred Wickman

c/oThe Truman Annex Master
Property Owners' Association, Inc.
201 Front Street, Suite 103
Key West, Florida 33040

Section 3. ~~All of the Directors shall be appointed by the Declarant until the first election of Residential Board Members held pursuant to the provisions of Article VV, Section 4 hereof. Thereafter, the two Residential Board Members shall be elected by the Residential Owners annually at the annual meeting of the Association, for staggered terms as set forth in the By-Laws and the five remaining Board Members shall be appointed by the Declarant or the Declarant's transferee(s) as provided in Article VII, Section 5 hereof. The By-Laws may shall provide for the method of voting in the election and for the removal from office of Directors. Only Members of the Association, or authorized representatives, officers or employees of corporate Members or of the Declarant may be Directors.~~

Section 4. ~~The Residential Owner shall be entitled to elect two Members of the Board of Directors of the Association, each of whom shall have one vote on said Board of Directors. The two Board Members so elected are hereinafter sometimes referred to as the Residential Board Members. The first election of such Residential Board Members shall be conducted at a meeting called by Declarant or the Association for that purpose, which meeting shall be held within ninety (90) days after the sale or transfer by Declarant of the 170th Residential Unit in the Project,~~

~~or earlier, in the discretion of the Declarant. At such time Members who are Residential Owners shall cast applicable votes for each such Unit owned and shall elect the two Residential Board Members as provided in the By-Laws. Thereafter, the election of the Residential Board Members shall be conducted annually at the annual meeting of the Association.~~

Section 54

~~The Declarant intends that the Project will encompass a variety of uses including, for example, residential, hotel, marina and commercial uses. The Declarant shall have the discretion to transfer its right to appoint Board Members and hereby reserves the right to transfer any or all of its right to appoint Board Members at such time and from time to time as Declarant may transfer title to the Commercial Properties, Hotel Property, the Marina property or any portion thereof or any other property at the Project. The number of Board Members entitled to be appointed by such transferee, if any, shall be as set forth in the deed or other instrument of conveyance by the Declarant, in Declarant's sole and absolute discretion. Such transferee, upon becoming the record owner of any or all of said Commercial Properties, Hotel Property, Marina Property or other property at the Project, shall be entitled to exercise the privilege of appointing such number of members to the Board of Directors as designated as aforesaid in the deed or other conveyance. The number of Board Members to be appointed by such transferee designated as aforesaid shall not thereafter be changed.~~

Section 6.

~~The Board of Directors of the Association shall determine from time to time those matters which relate solely to the Residential Property. With respect to matters which have been determined by the Board to relate solely to the Residential Property, the Residential Board Members shall be the only Board members entitled to vote for the purpose of making decisions on such matters. In the event that the two (2) Residential Board Members do not agree as to the decision on such matters, the Residential Board Members shall have the right to call a meeting solely of the Residential Owners for the purpose of making decisions on such matters as cannot be decided upon the Residential Board Members. In such meeting, each Residential Member shall be entitled to one vote and the matters shall be decided on the basis of a majority vote of the Residential Owners.~~

Section 74.5.

Members elected or appointed to the Board of Directors shall hold office until the next succeeding annual meeting of the Association, and thereafter, until qualified successors are duly elected and have taken office. If a Director elected by the Residential Owners shall for any reason cease to be a Director, the remaining Residential Board Member so elected may appoint a successor to fill the vacancy for the balance of the unexpired term

Instrument Prepared by:
David H. Rogel, Esquire
Becker & Poliakoff, P.A.
121 Alhambra Plaza, 10th Floor
Coral Gables, Florida 33134
(305) 262-4433

**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
TRUMAN ANNEX MASTER PROPERTY OWNERS' ASSOCIATION**

WHEREAS, Truman Annex Master Property Owners' Association. (the "Association") was incorporated upon the filing of the Articles of Incorporation with the State of Florida on October 19, 1987; and

WHEREAS, amendments to the Articles of Incorporation were approved by the requisite percentage of the Board of Directors on November 18, 1998, as set out in Exhibit "A", attached hereto and made a part hereof; and

WHEREAS, amendments to the Articles of Incorporation were approved by the requisite percentage of the Board of Directors on January 11, 2001, as set out in Exhibit "B", attached hereto and made a part hereof; and

NOW, THEREFORE, the undersigned hereby certifies that the amendments to the Articles of Incorporation as set out in Exhibits "A" and "B" attached hereto and incorporated herein are a true and correct copy of the Amendments as approved by the Board of Directors.

WITNESS my signature hereto this 4th day of December, 2006, at Key West, Monroe County, Florida.

**TRUMAN ANNEX MASTER PROPERTY
OWNERS' ASSOCIATION, INC.**

By: [Signature]
Tom Tukey, President

ATTEST: [Signature]
Paula Ryals, Secretary

(CORP SEAL)

STATE OF FLORIDA
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 4th day of Dec., 2006, by Tom Tukey, as President, and Paula Ryals, as Secretary, of Truman Annex Master Property Owners' Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation, who is personally known to me or has produced () as identification.

My Commission expires: 4.29.07

[Signature] (SEAL)
NOTARY PUBLIC SIGNATURE
STATE OF FLORIDA AT LARGE

