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SECRETARY OF STATE
TALLAHASSEE FLORIDA

BASIC AMENDMENT

COCONUT BEACH RESORT OWNERS ASSOCIATION, INC.

RECEIVED
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DIVISION OF CORPORATIONS

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Amendment
02/24/00
DC

Fax Audit #: H00000008204 0

Suite 2300
Orlando, FL 32802
(407) 649-4000

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
COCONUT BEACH RESORT OWNERS ASSOCIATION, INC.

Pursuant to the requirements of Sections 617.1001, 617.1002, and 617.1006 of the Florida Not For Profit Corporation Act, the undersigned does hereby make, swear to, adopt and file these Articles of Amendment to the Articles of Incorporation of COCONUT BEACH RESORT OWNERS ASSOCIATION, INC. (the "Corporation"), which Corporation was incorporated in the State of Florida on January 26, 1990, under Charter No. N36312.

WHEREAS, the undersigned Corporation, by and through its Board of Directors and Members and pursuant to the provisions of Section 617.1001 of the Florida Statutes, wish to amend the aforesaid Articles of Incorporation; and

WHEREAS, the Board of Directors and Members of the Corporation at the annual meeting held on November 12, 1999 affirmatively voted to amend the aforesaid Articles of Incorporation in the manner hereinafter set forth, as specified in the Corporation's Articles of Incorporation, the Bylaws and the Florida Statutes, as applicable, a quorum was present at said annual meeting and the entire Board of Directors and the required majority of the Members present both approved such amendments.

NOW, THEREFORE, the undersigned hereby amends the Articles of Incorporation as follows:

1. Article III, Section B.11., is hereby amended to read in full as follows:

Books and Records: To keep books and records in accordance with the By-Laws for the Resort Facility and each additional property managed by the Association, the Owners of which are members of the Association.

2. Article IV, Section E., is hereby amended to read in full as follows:

Each Member shall be entitled to one (1) vote for each Time Share Interest owned with respect to matters on which a vote by the Owners is required to be taken pursuant to the Plan for the Resort Facility, the Plan for any Member Resort Facility and/or pursuant to the Articles or By-Laws, including any votes required with respect to a Budget adopted in accordance with the By-Laws. The Owners of the Resort Facility and each Member Resort Facility shall vote separately with respect to the issues pertaining to either the Resort Facility or any Member Resort Facility. Any vote of the Owners taken with respect to the Resort Facility shall not be binding upon the Owners of any Member Resort Facility or the Condominium Association, and vice-versa. Notwithstanding the foregoing, Owners of the Resort Facility and the Member Resort Facilities shall vote collectively with respect to "matters of common interest." "Matters of common interest" shall be deemed to mean and include any matter (upon which Owners are required or permitted to vote pursuant to the Plan of the Resort Facility, any Member Resort Facility, the Articles and/or the By-Laws) regarding Common Expenses, the operation, maintenance or management of the Common Amenities or any modification or amendment to the Articles and/or By-Laws.

3. Except as modified herein, the Articles of Incorporation of COCONUT BEACH RESORT OWNERS ASSOCIATION, INC. shall be and remain in full force and effect.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this 10th day of January, 1999. 2000

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Witnesses:

Shelley F. Pelcher
Print Name: Shelley F. Pelcher
Karen Stenger
Print Name: Karen Stenger

COCONUT BEACH RESORT OWNERS
ASSOCIATION, INC., a Florida not-for-profit
corporation

By: [Signature]
Print Name: ROBERT A. SPOTSWOOD
As its: President

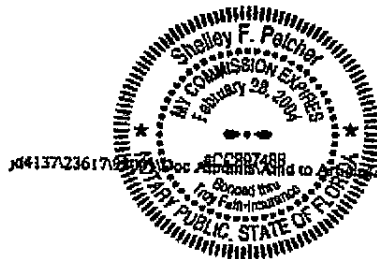
(Corporate Seal)

STATE OF FLORIDA)
) SS.
COUNTY OF MONROE)

Before me, the undersigned authority authorized to take acknowledgments in the state and county aforesaid, appeared ROBERT A. SPOTSWOOD, the President of COCONUT BEACH RESORT OWNERS ASSOCIATION, INC., a Florida not-for-profit corporation, and he/she acknowledged that he/she executed the foregoing instrument on behalf of the corporation under due authority therefrom. He/She is personally known to me or has produced _____ as identification.

Witness my hand and seal this 10th day of February, 1999.2000.

NOTARIAL SEAL



[Signature]
NOTARY PUBLIC, State of Florida
Shelley F. Pelcher
Notary Name (printed)
Commission Expires: 2/28/04

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