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January 24, 2000

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Secretary of State
Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

FILED
00 JAN 28 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: VENETIAN CONDOMINIUM ASSOCIATION, INC; OUR FILE 99116


Gentlemen:

Enclosed herein please find original and one copy of Certificate of Amendment Articles of Incorporation of Venetian Condominium Association, Inc. together with our check in the amount of \$43.75 to cover the cost of filing same and a certified copy thereof.

Please return same to the undersigned after filing.

Should you have any questions, please don't hesitate to contact the undersigned.

Very truly yours,


GARY V. SMITH

Amend

/lh
enclosures

S. PAYNE FEB 3 2000

FILED

00 JAN 28 AM 9:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This instrument prepared by:
GARY V. SMITH, ESQUIRE
LYONS AND SMITH, P.A.
1230 NW SEVENTH STREET
MIAMI FLORIDA 33125

CERTIFICATE OF AMENDMENT
ARTICLES OF INCORPORATION
OF
VENETIAN CONDOMINIUM ASSOCIATION, INC.

VENETIAN CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, under its corporate seal and the hands of its President hereby certify that:

1. At a joint Meeting of all of the Membership, and all of the Members of the Board of Directors of the said corporation at a meeting held on the 17th day of May, 1999, adopted the following resolution, to-wit:

BE IT RESOLVED by the Board of Directors and the Members of Venetian Condominium Association, Inc., a Florida corporation not for profit, that the Articles of Incorporation of said Corporation be amended in accordance with the attached Amendment;

BE IT FURTHER RESOLVED that upon approval of the Secretary of State, State of Florida, the Articles of Incorporation, as amended, shall become the official Articles of Incorporation of Venetian Condominium Association, Inc.

Dated this 15th day of JUNE, 1999.

VENETIAN CONDOMINIUM ASSOCIATION, INC.

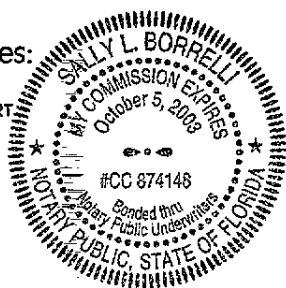
By: *Richard Litt*
RICHARD LITT, President (SEAL)

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was sworn to and subscribed before me in the County and State last aforesaid, this 15th day of June, 1999 by Richard Litt, as President of VENETIAN CONDOMINIUM ASSOCIATION, INC., a Florida corporation, not for profit, on behalf of the corporation. He personally appeared before me at the time of the notarization and is personally known to me or has produced (type of identification) _____ as identification.

My Commission Expires:

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Sally L. Borrelli
NOTARY PUBLIC (SEAL)
(print name) SALLY L. BORRELLI

AMENDMENTS TO THE
ARTICLES OF INCORPORATION OF
VENETIAN CONDOMINIUM ASSOCIATION, INC.
A CORPORATION NOT FOR PROFIT

New Language is indicated by underscored type.
Deleted Language is indicated by ~~struck-through type~~.

1. Amendment to Article 6 of the Articles of Incorporation:

6. Management of Association Affairs. The affairs Association shall be managed and governed by its directors posed of not less than three (3) nor more than the numbers specified in the By-Laws. The directors, subsequent to the first Board of Directors, shall be elected at the annual meeting of the membership for a term of one (1) year or until their successors shall be elected and shall qualify. Provisions for such election and provisions respecting the removal, disqualification and resignation of directors, and for the filling of vacancies oil the Board of Directors shall be established by the By-Laws.

~~The Association will operate no more than 6 units consisting of 6 apartment units. Notwithstanding the provisions of the paragraph herein above set forth, the Developer shall determine the number of directors which shall not be less than three (3) and shall appoint the directors to serve until their successors shall be elected or appointed and shall qualify, provided that when condominium unit owners other than the Developer own fifteen (15%) per cent or more of the units in the condominium that will be operated ultimately by the Association, the unit owners other than the Developer shall be entitled to elect not less than one-third (1/3) of the members of the Board of Directors of the Association. Condominium unit owners other than the Developer shall elect not less than a majority of the members of the Board of Directors of the Association:~~

~~a. Three (3) years after fifty (50%) per cent of the units that will be operated ultimately by the Association have been conveyed to Buyers;~~

~~b. Three (3) months after ninety (90%) per cent of the units that will be operated ultimately by the Association have been conveyed to Buyers;~~

~~c. When all the condominium units that will he operated ultimately by the Association have been completed, some of them have been conveyed to Buyers, and none of the others are being offered for sale by the Developer in the ordinary course of business; or~~

~~d. When some of the units have been conveyed to Buyers and none of the others are being constructed of offered for sale by the Developer in the ordinary course of business, whichever comes first. Notwithstanding any of the provisions contained above, the Developer shall elect at least one (1) member of the Board of Directors of the Association as long as the Developer holds for sale in the ordinary course of business five (5%) percent of the condominium units constructed~~

~~upon the lands described on Schedule "A" attached. The Developer, at its option, may at any time terminate its right to elect or appoint directors.~~

The principal officers of the Association shall be President, Vice-President, Secretary and Treasurer (the Secretary and Treasurer may be held by one person) who shall be elected from time to time in the manner set forth in the By-Laws as adopted by the Association.

2. Amendment to Article 8 of the Articles of Incorporation:

8. By-Laws. The By-Laws of the Association shall initially be made and adopted by its first Board of Directors. The first Board of Directors shall have full power to amend, alter or rescind the By-Laws until the filing of the Declaration of Condominium to condominium ownership upon the property described in paragraph 2. Upon the filing of the initial Declaration of Condominium, the By-Laws may be amended, altered, supplemented, or modified by a resolution for the adoption of an amendment proposed either by a majority of the Board of Directors or by not less than one-third (1/3rd) 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 their approval is delivered to the Secretary at or prior to the meeting. The approval of the proposed amendment must be:

(a) By not less than a majority of the votes of all members of the Association represented at a meeting at which a quorum has been attained and by not less than two-thirds (2/3rd) of the entire Board of Directors; or

(b) By not less than five of the votes of the members of the Association; or

~~(c) By not less than one hundred (100%) percent of the entire Board of Directors.~~

Amendment to the By-Laws shall contain the full text of the By-Laws to be amended; new words shall be inserted in the text underlined and words to be deleted shall be lined through with hyphens. If the proposed change is so extensive that this procedure would hinder rather than assist the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of the words added or deleted, however, a notation must be inserted immediately preceding the proposed amendment in substantially the following language: "Substantial rewording of By-law. See By-Law for present text." ~~No amendments shall change the rights and privileges of the Developer as set forth in the Declaration of condominium and Exhibits attached thereto without the written approval of the Developer. No amendment may be adopted which would eliminate, modify, prejudice, abridge or otherwise adversely effect any rights, benefits, privileges or priorities granted or reserved to the Developer or mortgagees or owners of units without the consent of the~~

Developer and mortgagees or owners in each instance. No amendment shall be made that conflicts with the Declaration of condominium or these Articles of incorporation.

3. Amendment to Article 9 of the Articles of Incorporation:

9. Amendments. Amendments to these Articles of Incorporation shall be adopted in the following manner: (a) notice of the subject matter of a proposed amendment shall be included in the notice of meeting at which a proposed amendment is considered; (b) an amendment may be proposed by any member or by the Board of Directors; (c) a resolution adopting a proposed amendment must be approved by not less than two-thirds (2/3rds) of the Directors; (d) in the alternative, an amendment may be made by an agreement signed and acknowledged by all of the unit owners in the manner required for the execution of a deed. Directors not present at the meeting considering the amendment may express their approval in writing. No amendment shall discriminate against any condominium unit owner nor condominium unit, class or group of condominium units unless all the condominium unit owners so affected and all of their mortgagees shall give their prior written consent. ~~No amendment shall directly or indirectly, adversely affect the Developer.~~ An amendment shall be effective when a copy thereof, together with a certificate of the secretary of this Association that such amendment was adopted pursuant to the provisions of this section, has been filed with the Secretary of State, and recorded in the Public Records of Dade County.

4. Amendment to Article 12 of the Articles of Incorporation:

12. ~~Resident Agent~~. ~~MICHAEL EDELMAN, 4128 North Miami Avenue, Miami, Florida 33127, is appointed resident agent for services of process upon this Association, subject to the right of this Association to change the resident agent in the manner provided by the laws of Florida.~~