

Woodward, Pires & Lombardo, P.A.

ATTORNEYS-AT-LAW

N95000004298

February 22, 2001

Florida Department of State
Post Office Box 5588
Tallahassee, Florida 32314

Re: Mirage on the Gulf Condominium Association, Inc.

Dear Sir or Madam:

Enclosed for filing is an Articles of Amendment regarding the above referenced, together with our check #4152 in the amount of \$35.00 to cover the filing fee. After filing this Amendment, please return a date-stamped copy to our office.

Should you have any questions, please do not hesitate in contacting our office.

Sincerely yours,



Noël A. Hollister, Sec'y
for Mark J. Woodward

Enclosures as stated

CRAIG R. WOODWARD*
MARK J. WOODWARD
ANTHONY P. PIRES, JR.**
J. CHRISTOPHER LOMBARDO
STEVEN V. BLOUNT
JOHN A. GARNER***
CARRIE E. LADEMAN
PAUL L. KUTCHER****

BURT L. SAUNDERS
OF COUNSEL

* Board Certified Real Estate Attorney
** Board Certified City, County and Local Government Attorney
*** Also admitted in Indiana and Georgia
**** Also admitted in Pennsylvania

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 APR -2 PM 12:14

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-02/28/01--01001--004
*****35.00 *****35.00

Amend
LF 4-9-2001

Please Respond to: Pelican Bay

Pelican Bay 801 Laurel Oak Dr., Suite 710, Naples, FL 34108 (941) 566-3131 Fax (941) 566-3161
Marco Island 606 Bald Eagle Dr., Suite 500, P.O. Box 1, Marco Island, FL 34146 (941) 394-5161 Fax (941) 642-6402



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 20, 2001

Noel A. Hollister
% Woodward, Pires & Lombardo, P.A.
801 Laurel Oak Drive, Suite 710
Naples, FL 34108

SUBJECT: THE MIRAGE ON THE GULF CONDOMINIUM ASSOCIATION, INC.
Ref. Number: N95000004298

We have received your document for THE MIRAGE ON THE GULF CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

OK The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

OK The incorporator(s) cannot be amended or changed. Please correct your document accordingly. *(only same change...)*

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 001A00016812

RECEIVED
01 APR -2 AM 11:30
DIVISION OF CORPORATIONS

01 APR -2 PM 12: 14

**ARTICLES OF AMENDMENT
OF
THE MIRAGE ON THE GULF CONDOMINIUM ASSOCIATION, INC.**

Be it known that The Mirage on the Gulf Condominium Association, Inc., a duly registered corporation not for profit organized under the laws of the State of Florida, being officially registered on September 5, 1995 under Charter Number N95000004298, files the following amendments to its Articles of Incorporation:

Article II, Section 2.1 shall be amended to read:

2.1 The principal office of the corporation is the office of Woodward, Pires & Lombardo, P.A., 3200 Tamiami Trail North, Suite 200, Naples, Florida 34103.

Article II, Section 2.2 shall be amended to read:

2.2 The name of the registered agent for service of process is Mark J. Woodward, Esquire, of Woodward, Pires & Lombardo, P.A., and the address of the registered office is 3200 Tamiami Trail North, Suite 200, Naples, Florida 34103. The registered agent is authorized to accept service of process within this state upon the corporation.

Article VI, Section 6.1 shall be amended to read:

6.1 The first annual meeting of Unit Owners shall be held within not less than thirty (30) nor more than forty (40) days after Unit Owners, other than Developer, Mirage on the Gulf, Ltd., own fifteen percent (15%) or more of the Units in the Condominium which will ultimately be operated by the Association. Thereafter, annual meetings of Unit Owners shall be held on the date as specified in Section 4.2 of the Bylaws; provided, however, that the meeting at which the Unit Owners other than Developer become entitled to elect a majority of the Board of Directors, shall be deemed to be the annual meeting in respect of said year, and with respect to said year, it shall not be necessary that an annual meeting be held on the date specified in the Bylaws. An annual meeting shall be held no less than once a year, regardless of the date in which the Turn-over Meeting occurs or the date in which fifteen percent (15%) of the Units have closed and in which Unit Owners other than Developer are entitled to elect one member to the Board of Directors.

Article VII, Section 7.1 shall be amended to read:

7.1 The Association shall be governed by a Board of Directors consisting of three (3) persons. The names and addresses of the Directors who are to serve until the first annual meeting of Unit Owners, or until their successors qualify and are elected are: Scott J. Nielsen, 171 Gray Street, Amherst, Massachusetts 01002; Darrell G. Brown, 606 Bald Eagle Drive, #600, Marco Island, Florida 34145; and Elinor R. Levine, 171 Gray Street, Amherst, Massachusetts 01002.

Article VIII, Section 8.2 shall be amended to read:

8.2 The names of the officers who are to serve until the first election of officers are Scott J. Nielsen, President; Darrell G. Brown, Vice President; and Elinor R. Levine, Secretary/Treasurer.

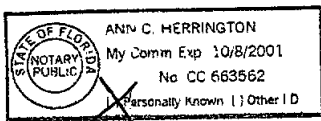
The foregoing amendments were adopted by a unanimous vote of the Board of Directors of The Mirage on the Gulf Condominium Association, Inc., on the 31st day of January, 2001, and there are no members entitled to vote on the amendments.

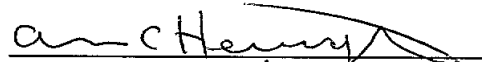

Scott J. Nielsen, President


Elinor R. Levine, Secretary

STATE OF FLORIDA
COUNTY OF COLLIER

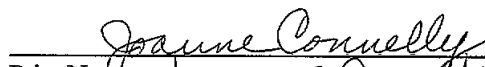
The foregoing instrument was acknowledged before this 31st day of January, 2001, by Scott J. Nielsen, President of The Mirage on the Gulf Condominium Association, Inc., on behalf of the corporation. He is personally known to me or has produced a driver's license (# _____) as identification and did not take an oath.




Print Name: Ann C. Herrington
Notary Public
Commission No. _____
My Commission Expires: _____

MA
STATE OF FLORIDA
COUNTY OF COLLIER Hampshire

The foregoing instrument was acknowledged before this 29th day of January, 2001, by Elinor R. Levine, Secretary of The Mirage on the Gulf Condominium Association, Inc., on behalf of the corporation. She is personally known to me or has produced a driver's license (# 593857290) as identification and did not take an oath.


Print Name: Joanne Connelly
Notary Public
Commission No. N/A
My Commission Expires: 10/22/2004

(SEAL)