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98 JUN -4 AM 10:14
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 29, 1998

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

Re: Amendment to our Articles of Incorporation

Dear Sirs:

I am enclosing an original and one copy of our Articles of Amendment to our Articles of Incorporation for filing with the Secretary of the State. I have also enclosed a check in the amount of \$35.00 to cover the cost of filing fees.

Upon execution of both documents, please return a signed copy to us for our records. Thank you for your help in this regard.

Very truly yours,

Martha Anderson Hartley
Martha Anderson Hartley

MAH/dd

Enclosures

600002548026--4
-06/04/98--01081--016
*****35.00 *****35.00

Amend. E N/C

OR084393;1

VS JUN 1 2 1998

Prepared by:
Martha Anderson Hartley, Esq.
AKERMAN, SENTERFITT & EIDSON, P.A.
P. O. Box 231
Orlando, Florida 32802

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WATERFORD PARCEL 9 PROPERTY OWNERS ASSOCIATION, INC.

Pursuant to Section 617, Florida Statutes, the Articles of Incorporation of WATERFORD PARCEL 9 PROPERTY OWNERS ASSOCIATION, INC., a Florida corporation, are hereby amended as follows:

FIRST: Article I is amended and restated as follows:

The name of this corporation shall be WATERFORD LAKES PARCEL 9 PROPERTY OWNERS ASSOCIATION, INC. (the "Association"), and its principal address shall be 14237 Lake Underhill Road, Orlando, Florida 32828.

SECOND: At Article III, the legal description for the "Property" is set forth on Exhibit "A" attached to the Articles, and the second paragraph of said Exhibit "A" is hereby revised to include the recording information for the plat, as follows:

WATERFORD LAKES PARCEL 9, according to the plat thereof as recorded in Plat Book 39, Page 115, Public Records of Orange County, Florida.

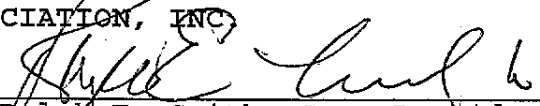
LESS AND EXCEPT: Lot 4, WATERFORD LAKES PARCEL 9, according to the plat thereof as recorded in Plat Book 39, Page 115, Public Records of Orange County, Florida.

THIRD. The foregoing Amendment was adopted on May 14, 1998, by all of the Directors and members entitled to vote, and the number of votes cast for the Amendment were sufficient for approval.


FOURTH: This Amendment to Articles of Incorporation amends those certain Articles of Incorporation attached as Exhibit C-1 to that certain Declaration of Protective Covenants, Conditions and Restrictions of Waterford Lakes Parcel 9 Property Owners Association, Inc., recorded May 15, 1998 in Official Records Book 5483, Page 632, Public Records of Orange County, Florida.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Amendment to be executed by the President of the Corporation this 20 day of May, 1998.

WATERFORD LAKES PARCEL 9 PROPERTY OWNERS
ASSOCIATION, INC.

By: 
Ralph E. Smith, Sr., President

ATTEST:


Ivette Velasquez, Secretary


Address: 14237 Lake Underhill Drive
Orlando, Florida 32828

The undersigned hereby consent to the above described
Amendment to the Articles of Incorporation for WATERFORD PARCEL 9
PROPERTY OWNERS ASSOCIATION, INC.

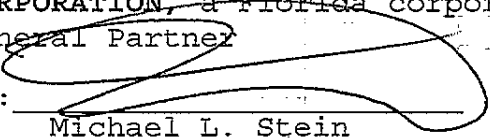
WATERFORD COMMERCIAL LAND JOINT VENTURE, a
Florida general partnership

By: K & S WATERFORD COMMERCIAL, LLC, a New
York limited liability company, as
General Partner

By: KALIKOW DEVELOPMENT ASSOCIATES,
LTD., a New York corporation, as
Managing Member

By: 
Edward Kalikow
As: President

By: EAST ORLANDO DEVELOPMENT
CORPORATION, a Florida corporation, as
General Partner

By: 
Michael L. Stein
As: President