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Reply To:

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January 11, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

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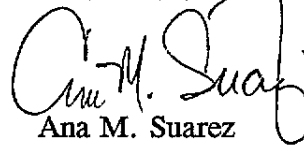
Re: Amendment to Articles of Incorporation/Blair House South

Dear Sir/Madam:

Enclosed herein please find a Certificate of Amendment to the Articles of Incorporation for Blair House South, A Condominiu, Inc. as well as a check in the amount of \$35.00 to cover the cost of filing.

Thank you for your attention to this matter.

Very truly yours,


Ana M. Suarez

Secretary to Anthony A. Kalliche

FILED
99 JAN 14 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AAK/as
Enclosure

AN
AKG
1/22

This instrument was prepared by:
ANTHONY A. KALLICHE, ESQUIRE
BECKER & POLIAKOFF, P.A.
5201 Blue Lagoon Drive, Suite 100
Miami, Florida 33126

FILED
99 JUN 11 4 PM 12:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BLAIR HOUSE SOUTH - A CONDOMINIUM, INC.**

WHEREAS, the Certificate of Incorporation of the Blair House South - A Condominium, Inc. (hereinafter the "Association") was issued by the Secretary of State of Florida on the 26th day of March, 1970; and

WHEREAS, at a duly called Board of Directors Meeting of the Association held on October 6, 1998, and special meeting of the membership of the Association held on November 30, 1998 the amendments to the Articles of Incorporation as set out in Exhibit "A" hereto was adopted by a majority vote of the Board and by a vote on an excess of two-thirds of those voting members of the Association represented, in person or by proxy at the meeting, as required by the pertinent provisions of said Articles; and

NOW, THEREFORE, the undersigned hereby certifies that the amendments as set forth in Exhibit "A" attached hereto and incorporated herein is a true and correct copy of the amendments as approved by the Board and membership of the Association as set forth above.

WITNESS my signature hereto this 11th day of December, 1998 at Miami-Dade County, Florida.

BLAIR HOUSE SOUTH - A CONDOMINIUM, INC.

Gail Shear
Witness

BY: Richard Waxenberg, President
(Seal)

Gail Shear
Witness

PRINT: RICHARD WAXENBERG
ATTEST: Barbara C. Steiner

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 11th day of December, 1998 by Richard Waxenberg the President of Blair House South - A Condominium, Inc. a Florida not-for-profit corporation, on behalf of the corporation, who is personally known to me or has produced () as identification and who did/did not take an oath.

Gail F. Shear (SEAL)
NOTARY PUBLIC SIGNATURE
STATE OF FLORIDA AT LARGE

My commission expires:

GAIL F. SHEAR
PLEASE PRINT OR TYPE NOTARY SIGNATURE

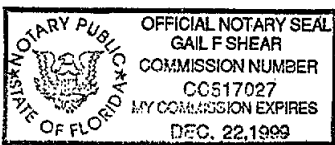


EXHIBIT "A"

AMENDMENTS TO THE ARTICLES OF INCORPORATION OF BLAIR HOUSE SOUTH - A CONDOMINIUM, INC.

(Unless otherwise notified, additions shown by underlining; deletions shown by lined-through words)

1. Amendment to Article II of the Articles as follows:

In accordance with the provisions of Chapter ~~744~~ 718 of Florida Statutes, commonly known as the Condominium Act, a Condominium ~~will be~~ has been created upon certain lands in Dade County, Florida, ~~to be~~ known as BLAIR HOUSE - A CONDOMINIUM. The Declaration subjecting the lands involved to a condominium form of ownership ~~will be~~ has been recorded among the Public Records of Dade County, Florida. This corporation is organized for the purpose of operating, governing, administering and managing the property and affairs of the condominium, to-wit: BLAIR HOUSE - A CONDOMINIUM, and to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of Florida, the By-Laws, these Articles of Incorporation and the aforementioned Declaration of Condominium, and further to exercise all powers granted to a condominium association under the Condominium Act as amended from time to time, and to acquire, hold, convey and otherwise deal in and with real and personal property in this corporation's capacity as a condominium association."

2. Amendment to Article XII of the Articles as follows:

"This corporation shall never have or issue any shares of stock, nor shall this corporation distribute any part of the income of this corporation, if any, to its members, directors or officers. Nothing herein, however, shall be construed to prohibit the payment by the corporation of compensation in a reasonable amount to the members, directors or officers for services rendered, nor shall anything herein be construed to prohibit the corporation from making any payments or distributions to members of benefits, monies or properties permitted by ~~Section 617.011~~ Chapter 617 of the Florida Statutes and contemplated by the Declaration of condominium and/or Condominium Act, or as may be amended from time to time."

3. Amendment to Article XV of the Articles as follows:

"These Articles of Incorporation may be amended from time to time by resolution adopted by a majority of the Board of Directors and approved by a vote of two-thirds (2/3rds) ~~of the members of this corporation present at any meeting of the members of the corporation called at least in part to consider such amendment~~ those voting members of the Association present, in person or by proxy, and voting at a duly called and convened meeting of the membership of the Association called, at least in part, to consider such amendment, or approved in writing by the members of this corporation having not less than two-thirds (2/3rds) of the total membership vote."