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BASIC AMENDMENT

COURTYARDS AT NAUTICA CONDOMINIUM ASSOCIATION, INC.

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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
COURTYARDS AT NAUTICA CONDOMINIUM ASSOCIATION, INC.,
a not-for-profit corporation**

Pursuant to the Florida Not for Profit Corporation Act (the "Act") and Article XIV of the Articles of Incorporation (the "Articles"), of COURTYARDS AT NAUTICA CONDOMINIUM ASSOCIATION, INC., a not-for-profit corporation, (hereinafter referred to as the "Corporation"), the Articles are hereby amended to read as follows:

A. Article XIV, Section 2 is amended as follows:

2. Call for Meeting. Upon the adoption of a resolution proposing any amendment to these Articles, the proposed amendment shall be transmitted to the appropriate Officer of the Association, who shall thereupon call a special joint meeting of the Board and the membership. It shall be the duty of the Secretary to give each member written notice stating the place, day, and hour of the meeting and setting forth the proposed amendment or a summary of the changes to be effected thereby and, in the case of a special meeting, the purpose for which the meeting is called. Notice shall be delivered not less than ten (10) or more than sixty ~~(6)~~(60) days before the date of the meeting, either personally or by first-class mail. If mailed, the notice shall be deemed to be delivered when deposited in the United States Mail addressed to the member at the address which appears on the membership roster. Notice shall additionally be posted at a conspicuous location on the Condominium Property 14 continuous days preceding the meeting.

B. Article XIV, Section 4 is amended as follows:

1. Filing. Articles of Amendment containing the approved amendment shall be executed by the Association (by its President or Vice President, and acknowledged by its Secretary or Assistant Secretary). The Articles of Amendment shall set forth:

- (a) The name of the Corporation.
- (b) The amendment(s) so adopted.
- (c) The date of the adoption of the amendment by the members.

The Articles of Amendment shall be filed, along with the appropriate filing fees, within ten (10) days from approval with the office of the Secretary of State of Florida for approval.

Notwithstanding the foregoing provisions of this Article, so long as the Developer holds Units for sale in the ordinary course of business, no amendment to these Articles may be adopted or become effective if the amendment affects the rights of Developer or affects the Developer's ability to sell or lease units in the condominiums.

Notwithstanding any other provision herein to the contrary, so long as there is HUD, FHA and/or VA financing of Units, material amendments of the Articles of Incorporations shall require the approval of at least two thirds (2/3) of the votes of the voting interests.

Notwithstanding the foregoing, as long as Developer owns one or more Units, the

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Developer shall have an absolute right to make any amendments to these Articles requested or required by the Federal National Mortgage Association, Federal Home Loan Mortgage Corporation, Government National Mortgage Association, or other governmental or quasi government body which owns or expects to own one or more institutional mortgages or which is requested or required by an institutional mortgagee or prospective institutional mortgagee to enhance the salability of institutional mortgages owned by it to one or more of the foregoing. Any provision herein which violates HUD, FHA and/or VA guidelines is null and void.

*** END OF AMENDMENTS ***

In accordance with Section 617.0123(1) of the Act, this Amendment shall be effective upon its filing with the Florida Department of State.

The foregoing Amendment to the Articles of the Corporation was proposed and unanimously approved in accordance with Article XIV of the Articles and with the joinder and consent of Shoma Land Development, Inc., as "Developer" on April 9, 2002.

IN WITNESS WHEREOF, the undersigned, being all of the Directors of the Corporation and the President of Shoma Land Development, Inc., has executed these Articles of Amendment this 9th day of April, 2002.

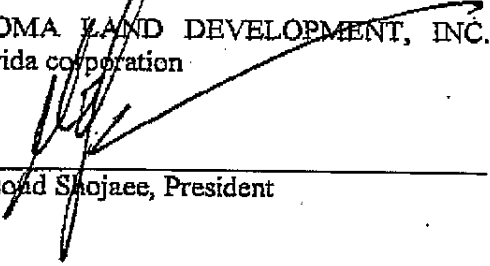


Melissa Sires-Garcia, Director and President

Maria Lourdes Allegue, Director and Secretary

Tania Martin, Director and Treasurer

SHOMA LAND DEVELOPMENT, INC., a
Florida corporation



Masoud Shojaee, President

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