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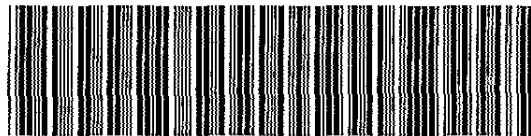
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. O'Connell MAR 17 2004

BACKER LAW FIRM

PROFESSIONAL ASSOCIATION

136 East Boca Raton Road

Boca Raton, Florida 33432

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March 9, 2004

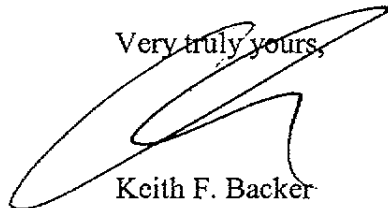
Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Boca West Master Association, Inc.
Certificate of Amendment to Amended and Restated Articles of
Incorporation for Boca West Master Association, Inc.

Dear Secretary of State:

We have enclosed our check in the amount of \$43.75 representing the \$35.00 filing fee and the \$8.75 certified copy fee. Please proceed with the filing of the enclosed Articles of Amendment to the Amended Articles of Incorporation of Boca West Master Association Inc. and provide us with a certified copy. Thank you for your cooperation.

Very truly yours,



Keith F. Backer
For the Firm

KFB/ea

Enclosure

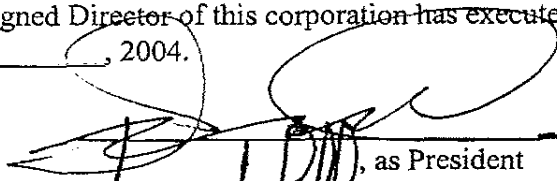
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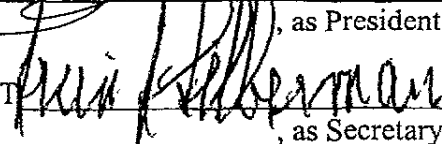
**ARTICLES OF AMENDMENT TO
AMENDED ARTICLES OF INCORPORATION OF
BOCA WEST MASTER ASSOCIATION, INC.**

The amended articles of incorporation of Boca West Master Association, Inc. were amended by the corporation's board of directors and submitted and approved by the membership of said corporation on 2/25/04. The corporation is filing these articles of amendment to articles of incorporation pursuant to F.S. 617.1006.

1. The name of the corporation is Boca West Master Association, Inc.
2. The articles of incorporation were amended as set forth in the exhibit attached hereto.
3. The amendment to articles of incorporation was duly adopted by the board of directors on 1/21/04.
4. In excess of a majority of the members of the corporation approved of the adoption of the amendment. Such approval is sufficient for approval of the amendment.

In witness whereof, the undersigned Director of this corporation has executed these articles of amendment on March 3, 2004.


_____, as President

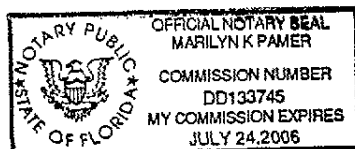
ATTEST 
_____, as Secretary

STATE OF FLORIDA
COUNTY OF PALM BEACH

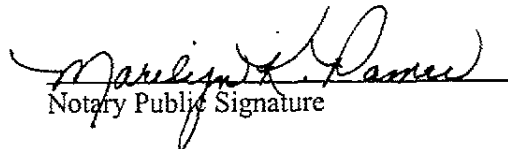
Before me, the undersigned authority, personally appeared Irwin Davidson and Irwin Silberman to me known to be the persons described in and who executed the foregoing instrument, who took an oath and acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal in the County and State last aforesaid this 3rd Day of March, 2004.

My Commission Expires:



art.am



Notary Public Signature

Print Notary Name

FILED
04 MAR 12 AM 11:56
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Prepared by and return to:
Keith F. Backer, Esq.
Backer Law Firm, P.A.
136 East Boca Raton Road
Boca Raton, FL 33432
(561) 361-8535

CERTIFICATE OF AMENDMENT
TO THE AMENDED AND RESTATED ARTICLES OF INCORPORATION
FOR BOCA WEST MASTER ASSOCIATION, INC.

WHEREAS, the Amended and Restated Articles of Incorporation of Boca West Master Association, Inc., formerly known as Boca West Maintenance Association, Inc. was recorded in the Public Records of Palm Beach County, Florida in Official Records Book 7690 at Page 60 et. seq. of the public records of Palm Beach County, Florida;

WHEREAS, Article XI of the Articles of Incorporation provide that they may be amended in the same manner as the Bylaws of the Association may be amended pursuant to Article IX of the Bylaws;

WHEREAS, consistent with the requirements of Article IX, Section 1 of the Bylaws, in excess of 4 directors adopted a resolution setting forth the proposed amendment and directed that it be submitted to a vote at a meeting of the members. Pursuant to the requirements of Article IX, Section 1, b and c, a meeting was noticed and the affirmative vote of in excess of three fifths (3/5ths) of the total votes of all Members of the Association was obtained to approve the proposed amendments;

NOW THEREFORE, the undersigned hereby certify that the attached amendments to the Amended and Restated Articles of Incorporation of Boca West Master Association, Inc. are true and correct copies of the amendments approved by the voting interests.

WITNESS my signature hereto this 3rd day of March, 2004 at Boca Raton, Palm Beach County, Florida.

Boca West Master Association, Inc.

Witness 1:

Print Witness 1 Name:

William Raymond

Witness 2:

Print Witness 2 Name:

ROSE MARIE BRIANON

By:

as President

Attest:

as Secretary

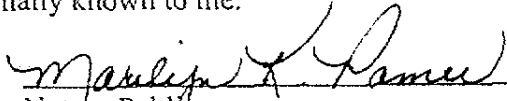
CERTIFICATE OF AMENDMENT
TO THE AMENDED AND RESTATED ARTICLES OF INCORPORATION
FOR BOCA WEST MASTER ASSOCIATION, INC.

Page 2

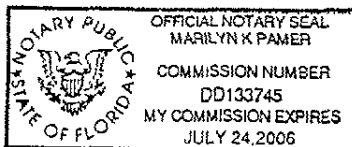
STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that, on this 3rd day of March, 2004, before me personally appeared Irwin Davidson and Irwin Silberman, the President and Secretary respectively, of the foregoing corporation, known to me personally to be such, and acknowledged to me that the execution of the above certificate is the free and voluntary act and deed of them, and each of them, each himself and not for the other, and each acknowledged that the facts therein stated are true as set forth. They are personally known to me or have provided _____ as identification and did take an oath. In the absence of an indication of a type of proof, they are personally known to me.

My Commission Expires:


Notary Public

Print Notary Name:



Proposed Amendment to Article I, Paragraph 1 of The Amended
And Restated Articles of Incorporation of
Boca West Master Association, Inc.

Article I, Paragraph 1 shall be amended as follows: (Additional language is underlined and stricken language is overstricken)

1. "Alternate Authorized Representative" means the Lot Owner designated by a Member to represent such Member at Meetings of the Members of the Association and cast votes on behalf of such Member in the event the Authorized Representative is not present in person or by proxy. Such designation shall be evidenced by the most recent written designation executed by the President or Vice President of such Member, which is filed with the Association. In the event a written designation is executed by the President of a Member and a separate written designation is executed by the Vice President of a Member, then the designation executed by the President shall control. An Alternate Authorized Representative must be an officer or director of the Member which designates him or her as an Alternate Authorized Representative at the time of such designation. If subsequent to such designation such Alternate Authorized Representative ceases to be an officer or director of the Member which has designated him or her, such person may continue to serve as an Alternate Authorized Representative unless the Member designates a new Alternate Authorized Representative which the Member may do at any time. Any Alternate Authorized Representative who ceases to be a Lot Owner shall automatically be deemed to have resigned such position. Notwithstanding that the foregoing provides that an Alternate Authorized Representative must be a Lot Owner, the spouse of a Lot Owner shall also be eligible to serve as an Alternate Authorized Representative if appointed as provided herein.

Proposed Amendment to Article I, Paragraph 6 of The Amended
And Restated Articles of Incorporation of
Boca West Master Association, Inc.

Article I, Paragraph 6 shall be amended as follows: (Additional language is underlined and stricken language is overstricken)

1. "Authorized Representative" means the Lot Owner designated by a Member to represent such Member and cast votes on behalf of such Member in person or by proxy at meetings of the Members of the Association as evidenced by the most recent written designation executed by the President or Vice President of such Member, which is filed with the Association. In the event a written designation is executed by the President of a Member and a separate written designation is executed by the Vice President of a Member, then the designation executed by the President shall control. An Authorized Representative must be an officer or director of the Member which designates him or her as an Authorized Representative at the time of such designation. If subsequent to such designation such Authorized Representative ceases to be an officer or director of the Member which has designated him or her, such person may continue to serve as an Authorized Representative unless the Member designates a new Authorized Representative which the Member may do at any time. Any Authorized Representative who ceases to be a Lot Owner shall automatically be deemed to have resigned such position. Notwithstanding that the foregoing provides that an Authorized Representative must be a Lot Owner, the spouse of a Lot Owner shall also be eligible to serve as an Authorized Representative if appointed as provided herein.