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September 21, 2006

Reply To:
West Palm Beach
Peter C. Mollengarden, Esq.
Direct dial: (561) 820-2872
pmollengarden@becker-poliakoff.com

CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
Department of State
P.O. Box 6327
Tallahassee, FL 32301

RE: Sea Horse Bath & Tennis Club, Inc.

Dear Sir/Madam:

Enclosed herein please find an **original** and **one copy** of a Certificate of Amendment to the Articles of Incorporation of **Sea Horse Bath & Tennis Club, Inc.**, as well as a check in the amount of **\$43.75** to cover the cost of filing same and return of a stamped copy to my attention.

Thank you for your attention to this matter.

Very truly yours,

PETER C. MOLLENGARDEN
For the Firm

PCM/tr
Enclosures

WPB_DB: 302544_1

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ARTICLES OF AMENDMENT TO THE
CERTIFICATE OF INCORPORATION FOR
THE SEA HORSE BATH AND TENNIS CLUB, INC.

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DIVISION OF CORPORATIONS

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The undersigned officers of The Sea Horse Bath & Tennis Club, Inc. do hereby certify that the following amendment to the Certificate of Incorporation of said Corporation is a true and correct copy as amended, pursuant to Article XII thereof, by the membership at a duly called and noticed meeting of the members held June 15, 2005. The amendment was adopted by the shareholders and the number of votes cast for the amendment was sufficient for approval.

AMENDMENT TO ARTICLE XI OF THE
CERTIFICATE OF INCORPORATION FOR
THE SEA HORSE BATH AND TENNIS CLUB, INC.

(Additions shown by "underlining", deletions shown by "strikeout")

ARTICLE XI

A conveyance or mortgage of real property of the corporation (including all lands and the buildings and improvements situated thereon) can be made only upon the consent, in writing (which written consent may be obtained in lieu of a meeting of the stockholders), of stockholders of record holding eighty percent (80%) of the outstanding stock of the corporation. In the event of the conveyance of ownership or title to all the real property of the Corporation (including all lands and the buildings and improvements situated thereon), all Proprietary Leases shall terminate and all rights, interest and estate of the stockholders of the Corporation with respect to such property, including, without limitation, possessory rights pertaining to the leased units, shall cease and terminate at the time of the consummation of the sale or conveyance of ownership or title to such property to any purchaser or transferee thereof who shall acquire the property free, clear and discharged of any estate, rights or interest of the stockholders, including, without limitation, possessory rights pertaining to the leased units. This restriction shall apply also to the corporation's leasing its real property, other than its leasing apartments. This restriction shall not apply and in no way shall it limit the corporation's leasing any, or all, of its apartments, for any period or term, definite or indefinite provided, however, in the event of the conveyance of all of the Corporation property, all Proprietary Leases of all apartments shall terminate as set forth above.

WITNESS my signature hereto this 12 day of Sept, 2006, at Delray Beach, Palm Beach County, Florida. Scott D. Jones a Maryland Notary Public for Delray Beach County/City.
Witness my hand and official seal.

[Signature]
Witness

THE SEA HORSE BATH AND TENNIS CLUB, INC.

BY: [Signature] (SEAL)
President

ATTEST: [Signature] (SEAL)
Secretary

STATE OF FLORIDA Conn.

COUNTY OF PALM BEACH Delray Beach

Sofia Hatsis
Notary Public
My Commission Expires Oct 31, 2008

The foregoing instrument was acknowledged before me this 12 day of Sept