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**BASIC AMENDMENT**

**ATLANTIC GULF COMMUNITIES MANAGEMENT CORPORATION**

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Amendment

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**ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION  
OF**

**ATLANTIC GULF COMMUNITIES MANAGEMENT CORPORATION**

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, ATLANTIC GULF COMMUNITIES MANAGEMENT CORPORATION, a Florida corporation, Document Number 224521 (the "Corporation"), in accordance with the written consent of the sole shareholder of the Corporation dated as of April 15, 2002, the Corporation hereby adopts the following amendment to its Articles of Incorporation:


1. Article VII of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and the following is substituted therefor:

**ARTICLE VII  
Board of Directors**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) but not more than seven (7) members, the exact number to be determined from time to time in accordance with the Bylaws.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 26 day of April, 2002.

**ATLANTIC GULF COMMUNITIES  
MANAGEMENT CORPORATION**

By:   
E.M. Giblin, Jr., Vice President