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301242

April 18, 2001

Reply To:

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CORPORATE RECORDS BUREAU DIVISION OF CORPORATIONS

Department of State
P.O. Box 6327
Tallahassee, FL 32301

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-04/23/01--01160--010
*****43.75 *****43.75

RE: The Edgewater House Corporation; Amendment to Articles of Incorporation

Dear Sir/Madam:

Enclosed herein please find an **original** and **one copy** of a Certificate of Amendment to the Articles of Incorporation of **The Edgewater House Corporation**, 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/dj
Enclosures

cc: Board of Directors

189338_1

FILED
01 APR 23 PM 3:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T. LEWIS MAY 1 2001

**CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
THE EDGEWATER HOUSE CORPORATION**

The undersigned officers of The Edgewater House Corporation do hereby certify that the following amendments to the Articles of Incorporation of said corporation are a true and correct copy as amended, pursuant to Article XI thereof, by the membership at a duly called and noticed meeting of the members held **February 20, 2001**. The amendments were adopted by the members and the number of votes cast for the amendments was sufficient for approval.

(SEE ATTACHED HERETO)

WITNESS my signature hereto this 9 day of April, 2001, at Palm Beach,
Palm Beach County, Florida.

FILED
01 APR 23 PM 3:23
SECRETARY OF STATE
PALM BEACH COUNTY, FLORIDA

**THE EDGEWATER HOUSE
CORPORATION**

Myrna A James
Witness **MYRNA A JAMES**

BY: Shirley Cohen (SEAL)
President

Debi Davis
Witness **Debi DAVIS**

ATTEST: Kathleen G. Well (SEAL)
Secretary

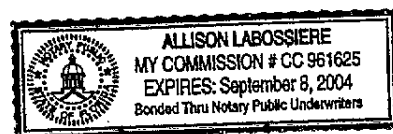
STATE OF FLORIDA :

COUNTY OF PALM BEACH :

The foregoing instrument was acknowledged before me this 9 day of April, 2001, by Shirley Cohen and Kathleen G Well, as Myrna A James and Debi Davis, respectively, of The Edgewater House Corporation, a Florida for-profit corporation, on behalf of the corporation. They are personally known to me, or have produced N/A identification and did take an oath. If no type of identification is indicated, the above-named persons are personally known to me.

Allison Labossiere (Signature)

(Print Name)
Notary Public, State of Florida at Large



**AMENDMENTS
TO THE ARTICLES OF INCORPORATION
OF
THE EDGEWATER HOUSE CORPORATION**

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

* * *

ARTICLE III

POWERS

This Corporation shall have all powers granted by law to corporations, which shall be primarily exercised in furtherance of the purposes of this Corporation. The powers of the Corporation shall include, without limitation, all powers enumerated and set forth under the laws of the State of Florida governing corporations and Chapter 719, Florida Statutes, as amended from time to time.

In addition to and not in lieu of the foregoing, the Corporation may undertake all acts, actions and powers, as set forth in the Proprietary Lease and Occupancy Agreement and Bylaws as amended from time to time.

* * *

ARTICLE IX

REMOVAL OF OFFICERS AND DIRECTORS

Any officer may be removed prior to the expiration of his term of office in the manner hereinafter provided, or in such manner as in the Bylaws provided. Any officer may also be removed ~~for cause~~ by a ~~two-thirds (2/3rds)~~ vote of the ~~full~~ Board of Directors at a meeting of Directors called at least in part for the purpose of considering such removal. Any ~~officer or~~ Director of this Corporation may be removed with or without cause, and for any reason, upon ~~a petition~~ the vote or agreement in writing of a majority of the shareholders of this Corporation in accordance with the provisions of Chapter 719, Florida Statutes and the administrative rules of the Division of Florida Land Sales, Condominiums and Mobile Homes, all as amended from time to time. ~~approved at a meeting of shareholders called at least in part for the purpose, by a two-thirds (2/3rds) vote of the total number of outstanding shares of this Corporation. The petition calling for the removal of such officer and/or Director shall set forth a time and place for the meeting of shareholders, and notice shall be given to all shareholders of such special meeting of the shareholders at least ten (10) days prior to such meeting in the manner provided in the Bylaws for the giving of notice of special meetings. At any~~

~~such meeting the officer and/or Director whose removal is sought shall be given the opportunity to be heard.~~

ARTICLE X

INDEMNIFICATION OF OFFICERS AND DIRECTORS

To the greatest extent allowed by law, Every Director and every officer and committee member of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer or committee member of the Corporation, whether or not he is a Director or officer or committee member at the time such expenses are incurred, except in such cases wherein the Director or officer or committee member is adjudged guilty of willful misfeasance or malfeasance or criminal or intentionally tortious acts in the performance of his duties, provided that in the event of any claim for reimbursement or indemnification hereunder, based upon a settlement by the Director or officer or committee member seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer or committee member may be entitled.

ARTICLE XI

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law ~~and in accordance with~~ the Bylaws of this Corporation.

* * *

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