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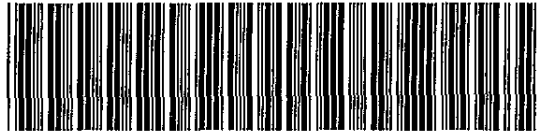
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**CERTIFICATE OF AMENDMENT TO THE
 ARTICLES OF INCORPORATION OF
 THREE THOUSAND SOUTH ASSOCIATION, INC.**

FILED
 05 JUL 20 AM 9:32
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

The undersigned officers of THREE THOUSAND SOUTH ASSOCIATION, INC., a Florida not for profit corporation (the "Association") do hereby certify that the following amendment to the Articles of Incorporation of the Association constitutes the true and correct statement of the Amendment to said Articles of Incorporation, which was approved by the membership (unit owners) of the Association at a duly noticed special meeting of the members held on April 28, 2005.

**AMENDMENT TO THE
 ARTICLES OF INCORPORATION OF
 THREE THOUSAND SOUTH ASSOCIATION, INC.**

1. Paragraph 4 of Article IV of the Articles of Incorporation has been amended to now read as follows:

(underlining indicates additions;
 "- - - - -" indicates deletions)

4. The members of the Association, singly or collectively, shall be entitled to only one vote for each apartment owned by them. The exact manner of exercising voting rights when ~~there are~~ two or more owners of one apartment an apartment is owned by more than one person shall be determined by the Bylaws of the Association.

WITNESS our signatures to this Certificate of Amendment on JUNE 13, 2005,
at Boca Raton, Palm Beach County, Florida.

THREE THOUSAND SOUTH ASSOCIATION, INC.

[Signature]
Witness STEPHEN FELLER

By: [Signature]
Josephine Delaney, President

ATTEST:

[Signature]
Witness ANDRE M BRICHE

[Signature]
Myra Rubenstein, Secretary

(SEAL)

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was executed before me on JUNE 13, 2005
by Josephine Delaney and Myra Rubenstein, President and Secretary, respectively, of THREE
THOUSAND SOUTH ASSOCIATION, INC., a Florida corporation not for profit, who are
personally known to me or who produced drivers' licenses nos. _____
and _____, respectively, for identification, and who acknowledged that
they executed the foregoing instrument on behalf of said Association.



(Notary Seal)

[Signature]
NOTARY PUBLIC

SUSAN M PERNELL

Print/Type Notary Name
My Commission Expires:

June 10, 2008