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01 MAY 10 PM 12:06
TALLAHASSEE, FLORIDA

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May 4, 2001

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

**Re: Naples Tierra Del Sol, Inc.
Articles of Amendment**

Dear Sir/Madam:

Enclosed please find the Articles of Amendment to the Articles of Incorporation for the above-referenced Association, as well as a check in the amount of \$35.00 to cover the cost of filing.

Please return a copy of same in the envelope provided herein for your convenience.
Thank you for your attention to this matter.

Very truly yours,

E. Austin White
E. Austin White
For the Firm

*Amend
5-17-01
EAS*
EAW/wbk
Enclosure (as stated)
21955_1.DOCnap

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION**

FILED
01 MAY 10 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provision of Section 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the corporation is Naples Tierra Del Sol, Inc.


SECOND: The attached amendment to the Articles of Incorporation was adopted by the membership:

THIRD: The attached amendment to the Articles of Incorporation was adopted by the required vote of the members on the 28th day of November, 2000.

FOURTH: The number of votes cast were sufficient for approval.

WITNESSES:
(TWO)

NAPLES TIERRA DEL SOL, INC.



Signature
Vincenzo Rosarelli

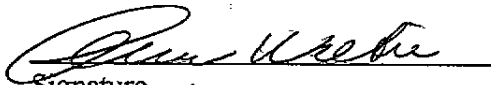
Printed Name

BY: 

Frank DeFrancesca, President

Date: April 3 2001

(CORPORATE SEAL)

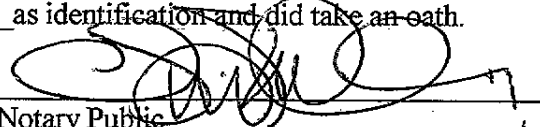


Signature
Ann WIEBER

Printed Name

STATE OF FLORIDA)
COUNTY OF COLLIER)

The foregoing instrument was acknowledged before me this 3 day of April, 2001, by Frank DeFrancesca as President of Naples Tierra Del Sol, Inc., a Florida Corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) _____ as identification and did take an oath.



Notary Public
Vincenzo P. Rosarelli

Printed Name

My commission expires: 3/5/2005
21729_1.DOCnap



AMENDMENT
ARTICLES OF INCORPORATION
NAPLES TIERRA DEL SOL, INC.

Additions indicated by underlining.
Deletions indicated by ~~striking through~~.

Amendment No. 1 - Article IX, Articles of Incorporation

ARTICLE IX
Amendments

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

2. A resolution for the adoption of a proposed amendment shall be proposed either by the Board of Directors or by the members of the Corporation. ~~Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided,~~

~~a. such approvals must be by not less than 75% of the entire membership of the board of directors and by not less than 75% of the votes of the entire membership of the Corporation; or~~

~~b. by not less than 80% of the votes of the entire membership of the corporation. Such approval must be by a majority of those members voting (in person or by proxy) at a duly noticed meeting at which a quorum is present.~~

(Remainder of Article Unchanged)

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