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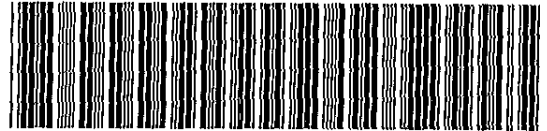
(Business Entity Name)

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TALLAHASSEE, FLORIDA

Ms. McLeod GAVE
AUTHORIZATION BY PHONE TO
CORRECT *add corp name*
DATE *12/14/03*
DOC. EXAM _____

12/14/03
Am...

**JONES
FOSTER
JOHNSTON
& STUBBS, P.A.**
Attorneys and Counselors

Flagler Center Tower, Suite 1100
505 South Flagler Drive
West Palm Beach, Florida 33401
Telephone (561) 659-3000

Mailing Address
Post Office Box 3475
West Palm Beach, Florida 33402-3475

John B. McCracken, Esq.
Direct Dial: 561-650-0471
Direct Fax: 561-650-0431
E-Mail: jmccracken@jones-foster.com

December 8, 2003

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

Re: Amendment to Articles of Incorporation of
Mariner Sands Country Club, Inc.

Gentlemen:

Enclosed are the original and a copy of an Amendment to the Articles of Incorporation of the captioned corporation. Please file the original and return the copy certified.

A check in the amount of \$43.75 is enclosed to cover the \$35.00 filing fee and the \$8.75 fee for the certified copy.

Sincerely,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By _____

John B. McCracken

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Enclosures

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**FIRST AMENDMENT TO
THE AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
MARINER SANDS COUNTRY CLUB, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS FIRST AMENDMENT to the Amended and Restated Mariner Sands Governing Documents made and executed this 14th day of November, 2003, by Mariner Sands Country Club, Inc., a Florida Not for Profit Homeowners' Association (hereinafter referred to as the "Association"),

WHEREAS, the Amended and Restated Mariner Sands Community Covenants ("the Covenants"), effective July 1, 2003, were recorded on June 20, 2003, in Official Record Book 1779, Page 1178; the Amended and Restated Articles of Incorporation of Mariner Sands Country Club, Inc. ("Articles") were filed on June 9, 2003, in the office of the Florida Department of State and were recorded on June 20, 2003, at Official Record Book 1779, page 1139; and the Amended and Restated By-Laws of Mariner Sands Country Club, Inc. ("By-Laws") were recorded June 20, 2003, at Official Record Book 1779, page 1145; all in the Public Records of Martin County, Florida ; and

WHEREAS, the Covenants, Articles and By-Laws are the Governing Documents of Mariner Sands Country Club, Inc.; and

WHEREAS, Article 9.1 of the Covenants, Article 11 of the Articles, and Article 19 of the By-Laws provide that such Governing Documents may be amended upon the affirmative vote of sixty-six and two-thirds percent (66-2/3%) of those Members casting ballots, with a minimum of fifty percent (50%) of those eligible to cast ballots having done so; and

WHEREAS, in compliance with the aforesaid amendment requirements, this amendment to the Governing Documents was approved by a vote of 452 to 11 at the duly-noticed Annual Meeting of Members of the Association held November 13, 2003, with a quorum present;

NOW, THEREFORE, the Covenants, Articles and By-Laws, as amended and restated, are further amended as follows:

1. Article 1.5 of the Covenants, Article 5.1 of the Articles and Article 2.3 of the By-Laws are deleted in their entirety and the following is inserted in place thereof:

The Members of the Association shall consist of all owners of Residential Parcels, but shall not include mortgagees or other holders of security interests only. Spouses of Members shall have all membership privileges, provided that, notwithstanding the foregoing, or anything set forth elsewhere in the Governing Documents, if more than two persons are the owners of a single Residential Parcel, or the owner or owners are

not natural persons, no more than two natural persons shall be designated by the owner or owners to exercise the membership privileges of a Member, except that a child who is living with a Member parent on a Residential Parcel shall enjoy the membership privileges of the parent through age 23. All new Members shall be required to pay a nonrefundable Initial Contribution and the owner of each Residential Parcel shall be required to pay an annual Amenity Fee for the operations and maintenance of Common Property (except the Golf Facilities and Fitness Center) that shall be in an amount determined by the Board of Governors from time to time. There shall be a class of Members also known as Golf Members who are Members in Good Standing who hold Golf-Equity Certificates as described in the Declaration and the By-Laws.

II. Article 5.1, Board of Governors, of the By-Laws is amended to delete therefrom the sentence which states: "Each Member of the Board of Governors shall be a record owner of a Residential Parcel." and the following shall be inserted in place thereof:

Only Members of the Association or their spouses shall be qualified to serve as Members of the Board of Governors.

III. This First Amendment to the Amended and Restated Mariner Sands Governing Documents is effective upon passage, November 13, 2003.

IN WITNESS WHEREOF, Mariner Sands Country Club, Inc., a Florida Not for Profit Homeowners' Association, has caused these presents to be executed by its President and Secretary.

MARINER SANDS COUNTRY CLUB, INC.

By Francis Heffron
Francis Heffron, President

ATTEST:

James V. Parrilli
James V. Parrilli, Secretary

STATE OF FLORIDA
COUNTY OF MARTIN

I HEREBY CERTIFY that the foregoing First Amendment to the Amended and Restated Mariner Sands Governing was acknowledged before me by Francis Heffron, the President of Mariners Sands County Club, Inc., a Florida Not for Profit Homeowners' Association, on behalf of said Association, who is personally known to me or who produced a driver's license as identification, this 14th day of November, 2003.

(NOTARY SEAL)

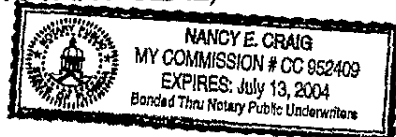


Nancy E. Craig
Notary Public, Print Name: NANCY E. CRAIG
My Commission Expires: 7/13/04
Commission No. CC 952409

STATE OF FLORIDA
COUNTY OF MARTIN

I HEREBY CERTIFY that the foregoing First Amendment to the Amended and Restated Mariner Sands Governing Documents was acknowledged before me by James V. Parrilli, the Secretary of Mariner Sands Country Club, Inc., a Florida Not for Profit Homeowners Association, on behalf of said Association, who is personally known to me or who produced a driver's license as identification, this 14th day of November, 2003.

(NOTARY SEAL)



Nancy E. Craig
Notary Public, Print Name: NANCY E. CRAIG
My Commission Expires: 7/13/04
Commission No. CC 952409