

SACHS & SAX, P.A.

ATTORNEYS AT LAW

ROBERT B. BURR
STEVEN L. DANIELS
WILLIAM A. FRAGETTA
ALSO ADMITTED IN NEW JERSEY
BRUCE A. HARRIS
ALSO ADMITTED IN DISTRICT OF COLUMBIA
ANTHONY C. HAYES
RONALD J. KLEIN
ALSO ADMITTED IN OHIO
ANTHONY M. LAWTON
HELENE COHEN ROSEN
MARIA R. SACHS
ALSO ADMITTED IN CALIFORNIA
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SUITE 4150 - NORTHERN TRUST PLAZA
301 YAMATO ROAD
BOCA RATON, FLORIDA 33431

MAILING ADDRESS
P.O. BOX 810037
BOCA RATON, FLORIDA 33481-0037

TELEPHONE (561) 994-4499
TELECOPIER (561) 994-4985

OF COUNSEL
BENJAMIN S. KENNEDY, JR.

749201

DATE: 11-20-98

FLORIDA SECRETARY OF STATE
DIVISION OF CORPORATIONS
AMENDMENTS SECTION
POST OFFICE BOX 6327
TALLAHASSEE, FLORIDA 32314

RE: NAME OF CORPORATION: PORTOFINO ON THE INTRACOASTAL
CONDOMINIUM ASSOCIATION, INC
OUR FILE NUMBER: 2604-1

DEAR SIR/MADAM:

OUR LAW FIRM REPRESENTS THE ABOVE REFERENCED CORPORATION.
ENCLOSED PLEASE FIND THE FOLLOWING:

1. ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
WITH ATTACHED AMENDMENT;

200002694552--5
-11/23/98--01148--003
*****35.00 *****35.00

2. CHECK FOR \$35.00;

3. COPY OF ARTICLES OF AMENDMENT WITH ATTACHED AMENDMENT TO
BE CONFORMED AND RETURNED TO OUR OFFICE; AND

4. SELF-ADDRESSED STAMPED ENVELOPE.

PLEASE FILE THE ARTICLES OF AMENDMENT. PLEASE SEND OUR OFFICE
A CONFORMED COPY OF THE DOCUMENT FILED, AS WELL AS A LETTER
ACKNOWLEDGING FILING OF SAME.

IF YOU HAVE ANY QUESTIONS, PLEASE CALL ME AT 1-800-462-1110.
THANK YOU FOR YOUR ASSISTANCE.

VERY TRULY YOURS,

SACHS, SAX & KLEIN, P.A.

ROBERT B. BURR

RBB:DMT
ENCLOSURES
c:\forms\form-art.amd

Amend
LFS 1-4-99

FILED
98 DEC 30 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 3, 1998

SACHS & SAX, P.A.
ATTN: Robert B. Burr
P. O. Box 810037
Boca Raton, FL 33481-0037

SUBJECT: PORTOFINO-ON-THE-INTRACOASTAL CONDOMINIUM
ASSOCIATION, INC.
Ref. Number: 749201

We have received your document for PORTOFINO-ON-THE-INTRACOASTAL CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 1998 annual report. The entity must be reinstated before this document can be filed.

The total amount due to reinstate is \$236.25.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 498A00057152

SACHS & SAX, P.A.

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TELEPHONE (561) 994-4499
TELECOPIER (561) 994-4985

OF COUNSEL
BENJAMIN S. KENNEDY, JR.

DATE: 11-20-98

Resent 12-28-98

FLORIDA SECRETARY OF STATE
DIVISION OF CORPORATIONS
AMENDMENTS SECTION
POST OFFICE BOX 6327
TALLAHASSEE, FLORIDA 32314

RE: NAME OF CORPORATION: PORTOFINO ON THE INTRACOASTAL

OUR FILE NUMBER: 2604-1

DEAR SIR/MADAM:

OUR LAW FIRM REPRESENTS THE ABOVE REFERENCED CORPORATION.
ENCLOSED PLEASE FIND THE FOLLOWING:

1. ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION WITH ATTACHED AMENDMENT;
2. CHECK FOR \$35.00; (*Was sent on 11-20-98 and retained by Division of Corporations check # 722*)
3. COPY OF ARTICLES OF AMENDMENT WITH ATTACHED AMENDMENT TO BE CONFORMED AND RETURNED TO OUR OFFICE; AND
4. SELF-ADDRESSED STAMPED ENVELOPE.

PLEASE FILE THE ARTICLES OF AMENDMENT. PLEASE SEND OUR OFFICE A CONFORMED COPY OF THE DOCUMENT FILED, AS WELL AS A LETTER ACKNOWLEDGING FILING OF SAME.

IF YOU HAVE ANY QUESTIONS, PLEASE CALL ME AT 1-800-462-1110.
THANK YOU FOR YOUR ASSISTANCE.

VERY TRULY YOURS,

SACHS, SAX & KLEIN, P.A.

ROBERT B. BURR

RBB:DMT
ENCLOSURES
c:\forms\form-art.amd

RECEIVED
98 DEC 30 AM 9:00
DIVISION OF CORPORATIONS

This instrument was prepared by
and should be returned to:
Robert B. Burr, Esq.
SACHS & SAX, P.A.
Post Office Box 810037
Boca Raton, Florida 33481-0037

FILED
98 DEC 30 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION OF
PORTOFINO-ON-THE-INTRACOASTAL CONDOMINIUM ASSOCIATION, INC.**

THESE ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF PORTOFINO-ON-THE-INTRACOASTAL CONDOMINIUM ASSOCIATION, INC. ("Association") are made this 5th day of October, 1998, by the President and Secretary of the Association.

W I T N E S S E T H :

WHEREAS, the Articles of Incorporation of the Association have been filed with the Florida Secretary of State on October 4, 1979 (Document Number 749201);

WHEREAS, Article X of the Articles of Incorporation provides that the Articles of Incorporation may be amended by approval of three-fourths(3/4)of the Membership of the Association at the annual or a special Members meeting and a majority of the Board of Directors; and

WHEREAS, the Association desires that the attached Amendments to the Articles of Incorporation, be certified of record as notice to all current and future members of the Association of the contents of said Amendments;

NOW, THEREFORE, the President and Secretary of the Association hereby certify that:

1. On July 2nd, 1998, a meeting of the Association Board of Directors was conducted and at said meeting a majority of the entire Board approved adoption of the Amendments to the Articles of Incorporation attached hereto as Exhibit "A".

2. On October 3, 1998, a Special Meeting of the Members was conducted for the purpose of adopting the Amendments to the Articles of Incorporation. At said Members' meeting, three-fourths (3/4) of all the Members of the Association approved adoption of the Amendments to the Articles of Incorporation attached hereto as Exhibit "A."

3. The number of votes cast in favor of the Amendments to the Articles of Incorporation is sufficient for approval to amend the Articles of Incorporation.

4. The adoption of the Amendments to the Articles of Incorporation appears in the minutes of the Association and said approval is unrevoked.

IN WITNESS WHEREOF, the undersigned have set their hand and seal this 5th day of October, 1998.

Witnesses (as to both):

Judith Porterfield
Signature

JUDITH PORTERFIELD
Print Name

Charles MD
Signature

Charles MD
Print Name

PORTOFINO-ON-THE-INTRACOASTAL
ASSOCIATION, INC.

By: Richard Gray
Richard Gray, President

Attest: Kim M. Serra
Kim M. Serra, Secretary
Print Name

STATE OF FLORIDA)

: ss.:

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 5th day of October, 1998, by Richard Gray and Kim M. Serra as President and Secretary, respectively, of PORTOFINO-ON-THE-INTRACOASTAL CONDOMINIUM ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the Corporation. They are personally known to me or have produced Drivers License as identification. 7251458630640

Kim M. Serra
NOTARY PUBLIC, State of Florida

M:\Association\PORTOFINO ON THE INTRACOASTAL\Articles of Amndnt-Art.Inc.wpd

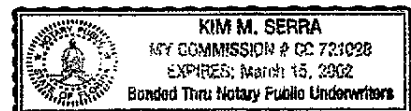


EXHIBIT "A"

AMENDMENTS* TO THE
ARTICLES OF INCORPORATION ("Articles of Incorporation") AND
BYLAWS ("Bylaws") OF
PORTOFINO-ON-THE-INTRACOASTAL CONDOMINIUM ASSOCIATION, INC.

1. ARTICLE X, AMENDMENT, of the Articles of Incorporation, shall be amended to read as follows:

ARTICLE X
AMENDMENT

~~Prior to the relinquishment of control by the Board of Directors by the Developer, this Certificate of Incorporation may be amended by a majority vote of the Board of Directors. Thereafter, amendments to the Certificate of Incorporation may be proposed by any member or Director and may be adopted by three-fourths vote of the members of the Condominium Association at the annual meeting of members or at a special meeting of members; provided, however, that in either instance notice of the proposed amendment has been given with notice of the meeting, and provided further that such amendment has first been approved by not less than a majority vote of the Board of Directors of the Condominium Association.~~

The Articles of Incorporation, also referred to as the Certificate of Incorporation, may be amended by either:

(a) approval by a majority of all members of the Association at any annual or special members meeting of the Association, with said members voting in person or by limited proxy; or

(b) approval by written agreement(s) without a members meeting by a majority of all members of the Association.

2. Article IX, BY-LAWS of the Articles of Incorporation, shall be amended to read as follows:

ARTICLE IX.
BY-LAWS

~~The By-Laws of the Condominium Association shall be adopted by the Board of Directors and may be amended, altered or rescinded by a majority vote of~~

* Added language is underlined. Deleted language is ~~struck through~~.

~~such Board prior to the relinquishment of control of the Board by the Developer. Thereafter, the By-Laws shall be amended, altered or rescinded by a three-fourths vote of the members of the Condominium Association in the manner provided in the By-Laws of the Condominium Association.~~

The Bylaws may be amended by either:

(a) approval by a majority of all members of the Association at any annual or special members meeting of the Association, with said members voting in person or by limited proxy; or

(b) approval by written agreement(s) without a members meeting by a majority of all members of the Association.