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February 19, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

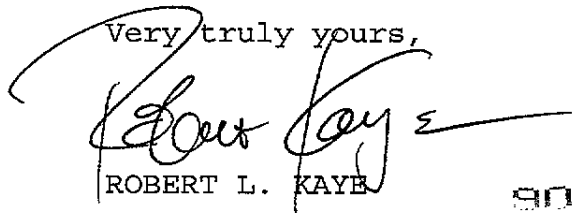
Re: Saddle Up Townhomes Association, Inc.

Dear Sir or Madam

Enclosed is our check in the amount of \$87.50 which shall serve as the filing fee and fee for a certified copy of the enclosed Articles of Amendment to the Articles of Incorporation for the above-referenced Association.

Thank you for your attention to this matter.

Very truly yours,


ROBERT L. KAYE

RLK/mmh
Enclosures

8000002782888--7
-02/22/99--01085--013
*****87.50 *****43.75

called 2/24
NEED TO ADD "# of votes sufficient
for approval.

AMEND
TRB
3/4

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION

Pursuant to the provision of Chapter 617, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: The name of the corporation is:

SADDLE UP TOWNHOMES ASSOCIATION, INC.

SECOND: The following amendment(s) to the articles of incorporation was (were) adopted by the corporation:

PLEASE SEE ATTACHED

FILED
99 MAR -5 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIRD: The amendment(s) was (were) adopted by the Board of Directors on the 4th day of January, 1999.

FOURTH: The above amendment(s) was (were) approved by a majority of the members of the corporation on the 4th day of January, 1999.
The number of votes was sufficient for approval.

Dated February 10, 1999

SADDLE UP TOWNHOMES ASSOCIATION, INC.

Corporation Name
By *Robert E. Allen*
President or Vice President
By *Kathryn Lopez*
Secretary or Assistant Secretary

STATE OF FLORIDA

COUNTY OF Broward

Before me, the undersigned authority, personally appeared Robert E. Kellner & Kathy M. Lopez, to me well known to be the person(s) who executed the foregoing articles of amendment to articles of incorporation and acknowledged before me, according to law, that they made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10th day of February, 1999.

Jeanne Tisler
Notary Public

My commission expires:



Jeanne Tisler
My Commission CC628037
Expires March 9, 2001

AMENDMENT TO THE
ARTICLES OF INCORPORATION AND BY-LAWS OF
SADDLE UP TOWNHOMES ASSOCIATION, INC.

(additions indicated by underlining, deletions by "----",
and unaffected language by ". . .")

TO THE ARTICLES

ARTICLE V
Board of Directors

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of ~~not less than three (3) persons,~~ but as many persons as the Board of Directors shall from time to time determine a number of persons as set forth in the By-Laws. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors, including an annual meeting.

. . .

TO THE BY-LAWS

ARTICLE IV
Board of Directors

Section 1. The directors of the Association shall be elected at the annual meeting of the Members ~~as specified in the Articles of Incorporation. The election shall be decided by majority vote.~~ Commencing with the first annual meeting following the effective date of this amendment, there shall be seven (7) directors elected to the Board. The four (4) individuals receiving the highest number of votes shall serve for a term of one (1) year. The three (3) individuals receiving the next highest number of votes shall be elected for a term of two (2) years. At each annual meeting thereafter, the directors elected to fill the seats of those whose terms have expired that year shall be elected for a term of two (2) years. Directors shall thereafter serve until their successors are duly qualified and elected. Directors shall be elected by plurality vote.

. . .