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FILED
00 APR 25 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 672778 9643A

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Pizot

ORDER DATE : April 24, 2000

ORDER TIME : 12:25 PM

ORDER NO. : 672778-005

000003223410--6

CUSTOMER NO: 9643A

CUSTOMER: Ms. Terri Diasparra
Sachs, Sax & Klein, P.a.
P. O. Box 810037

Boca Raton, FL 33481-0037

DOMESTIC AMENDMENT FILING

NAME: BOCAIRE HOMEOWNERS
ASSOCIATION, INC.

EFFECTIVE DATE:

G. COULLETTE APR 25 2000

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS: _____

RECEIVED
00 APR 25 PM 1:42
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
to the ARTICLES OF INCORPORATION of
BOCAIRE HOMEOWNERS ASSOCIATION, INC.

Pursuant to Chapter 617, Fla. Stat., the Florida Not For Profit Corporation Act, Bocaire Homeowners Association, Inc. hereby adopts and files for record the following amendments to said Corporation's Articles of Incorporation:

FIRST: The name of the Corporation is Bocaire Homeowners Association, Inc.

SECOND: On April 2, 2000, at a duly conducted meeting of the Members at which a quorum was present and acting throughout, the Members voted on the issue of adopting the Amendment attached hereto and incorporated herein as Exhibit "A" to the Articles of Incorporation. Greater than two thirds (2/3) of all the Members at said meeting, voted affirmatively to adopt the Amendment attached hereto and incorporated herein as Exhibit "A".

THIRD: The number of votes cast for the Amendment was sufficient for approval thereof.

IN WITNESS WHEREOF, the undersigned have set their hands and seals this 12 day of April, 2000.

BOCAIRE HOMEOWNERS ASSOCIATION, INC.

Witnesses (as to both):

Sue Cohen
Signature
Sue Coker
Print Name

Sue Cohen
Signature
Sue Coker
Print Name

By: Kurt Merl
Kurt Merl, President

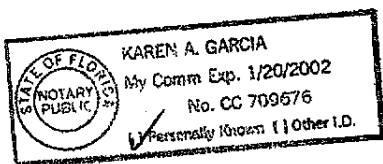
Attest: H. Rafael, Secretary

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
 : ss.:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 12 day of April, 2000, by Kurt Merl and H. RAFAEL as President and Secretary, respectively, of BOCAIRE HOMEOWNERS ASSOCIATION, INC., a Florida not-for-profit corporation, on behalf of the Corporation. They are personally known to me or have produced _____ as identification.

Karen A. Garcia
NOTARY PUBLIC, State of Florida



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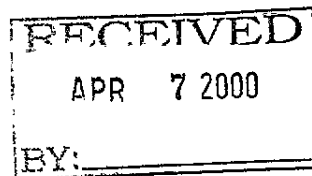


EXHIBIT "A"

AMENDMENTS TO ARTICLES

ARTICLE V, BOARD OF DIRECTORS, of the Articles is hereby amended as follows:

- The affairs of the Association shall be managed by a Board of Directors consisting
- > of not less than ~~three (3)~~ seven (7) nor more than nine (9) directors. ~~Until such time as Developer relinquishes control of the Association, as described in the Declaration, Developer shall have the right to appoint all members of the Board of Directors and to approve the appointment of all officers of the Association and no action of the membership of the Association shall be effective unless and until approved by the Developer. Further, until turnover of control by Developer, as aforesaid, no director or officer need be a Member of the Association; thereafter,~~
 - > however, all All directors and officers must be Members of the Association.

[The balance of this Article V, respecting rights of the Developer and the initial Board of Directors, is deleted in its entirety.]

M:\Association\Bocaire\Articles of Amendment.2.wpd