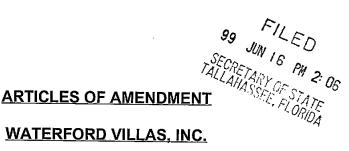


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The following provisions of the Articles of Incorporation of WATERFORD 1. VILLAS, INC., a Florida corporation, filed in Tallahassee on March 2, 1989, be and they hereby are amended in the following particulars:

Article I - Name be and it is hereby amended to change the name of the corporation to REGENCY BAY CLUB, INC.

The foregoing amendment was unanimously adopted by the stockholders 2. and directors of the corporation on June 15, 1999.

IN WITNESS WHEREOF, the undersigned directors of this corporation have executed these Articles of Amendment this 15th day of June, 1999.

Witnesses: WATERFORD VILLAS, INC., a Florida corporation By: **MICHAEL** as Director/ President By: E 🖹 PARRISH, as Director/ ce President/Secretary TIMOTHY D. MILLER, as Director/ Vice President Name: AJANCY

POMARICO

STATE OF FLORIDA)	
COUNTY OF SARASOTA)	
by MICHAEL W. MILLER, as D Florida corporation, who is	irector and Property	edged before me this 15 day of June, 1999, resident of WATERFORD VILLAS, INC., a known to me or who has produced who did not take an oath.
		Notary Public, State of Florida My Commission Expires:
STATE OF FLORIDA)	ALEXANDRIA M. WILLIAMS MY COMMISSION # CC 739649 EXPIRES: May 4, 2002
COUNTY OF SARASOTA	j	1-900-NOTARY Fia Notary Service & Sonding Co.
by JAYNE E. PARRISH, as Di VILLAS, INC., a Florida corporat	rector, Vice F ion, who is pe	dged before me this <u>//</u> day of June, 1999, President, and Secretary of WATERFORD rsonally known to me or who has produced who did not take an oath. <u>Olexandua M. Williamo</u> Notary Public, State of Florida My Commission Expires:
STATE OF FLORIDA)	ALEXANDRIA M. WILLIAMS MY COMMISSION # CC 739649
COUNTY OF SARASOTA)	EXPIRES: May 4, 2002 1-8003-NOTARY File, Notary Service & Scruting Co.
by TIMOTHY D. MILLER, as Dire a Florida corporation, who i	ector and Vice s personally	dged before me this Aday of June, 1999, President of WATERFORD VILLAS, INC., known to me or who has produced who did not take an oath.
		Alexandria M. Williams Notary Public, State of Florida My Commission Expires:
51659A02		ALEXANDRIA M. WILLIAMS MY COMMISSION # CC 739649 EXPIRES: May 4, 2002 1-500-3-NOTARY Fla. Notary Service & Bonding Co.