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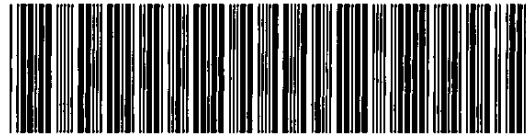
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October 3, 2007

To: Amendment Section
Division of Corporations

NAME OF CORPORATION: Valencia Shores Master Association, Inc.

DOCUMENT NUMBER: N01000007344

The enclosed Articles of Amendment are submitted for filing.

Please return all correspondence concerning this matter to the following:

Louis Caplan, Esq.
Sachs Sax Klein
301 Yamato Road, Suite 4150
Boca Raton, FL 33431

For further information concerning this matter, please call:

Clara H. Garcia at (561) 237-6840

Enclosed is a check for the following amount:

\$43.75 for filing fee and Certificate of Status.

Mailing Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
FOR
VALENCIA SHORES MASTER ASSOCIATION, INC.

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Pursuant to the provision of Chapter 617 and 720 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The Amendments adopted are attached as Exhibit "A".

SECOND: On September 6, 2007, the above Amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval.

DATED: September 26, 2007.

VALENCIA SHORES MASTER ASSOCIATION,
INC.

By: Harvey B. Hoffman
Harvey B. Hoffman, President

By: Stanley Ives
Stanley Ives/Secretary

EXHIBIT "A"

**AMENDMENTS
TO THE
ARTICLES OF INCORPORATION
FOR VALENCIA SHORES MASTER ASSOCIATION, INC.**

The Declaration of Covenants, Restrictions and Easements for Valencia Shores is recorded in Official Records Book 14581, at Page 859, of the Public Records of Palm Beach County, Florida. The Articles of Incorporation for Valencia Shores Master Association, Inc., are recorded in Official Records Book 14581, at Page 927, in the Public Records of Palm Beach County, Florida.

As indicated herein, words underlined are added and words ~~struck through~~ are deleted.

Item 1: Article X, Section I of the Articles of Incorporation for Valencia Shores Master Association, Inc. (the "Articles") shall be amended as follows:

I. At each Annual Members' Meeting held subsequent to the Declarant's Resignation Event, all of the Directors shall be elected by the Members. At the first Annual Members Meeting held after the Initial Election Meeting, a "staggered" term of office of the Board shall be created as follows:

1. a number equal to fifty percent (50%) of the total number of Directors rounded to the nearest whole number is the number of Directors whose term of office shall be established at two (2) years and the Directors serving for a two (2) year term will be the Directors receiving the most votes at the meeting; and
2. the remaining Directors' terms of office shall be established at one (1) year.

At each Annual Members' Meeting thereafter, as many Directors of The Association shall be elected as there are Directors whose regular term of office expires at such time, and the term of office of the Directors so elected shall be for two (2) years, expiring when their successors are duly elected and qualified.

Notwithstanding the foregoing, there shall be no election of Directors at the 2007 Annual Meeting. The Directors elected at the December 2005 Annual Meeting and Election of Directors, whose positions would have been up for election in December, 2007, shall have their terms extended until February 2008, at which time the 2008 Annual Meeting and Election of Directors shall be held. The Directors elected at the 2006 Annual Meeting and Election of Directors, whose positions would have been up for election

in December 2008, shall have their terms extended until February 2009, at which time the 2009 Annual Meeting and Election of Directors shall be held. All subsequent Annual Meetings and Elections of Directors shall be held in February of each year, and Directors shall be elected for staggered terms as identified above in this Section I.