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BASIC AMENDMENT

PALAZZO ESTATES AT BAYSHORE CONDOMINIUM ASSOCIATION,

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Amendment
10/20/03

DC



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 2, 2003

PALAZZO ESTATES AT BAYSHORE CONDOMINIUM ASSOCIATION, IN
1100 BRICKELL AVE., SUITE 504
MIAMI, FL 33131

SUBJECT: PALAZZO ESTATES AT BAYSHORE CONDOMINIUM ASSOCIATION, INC.
REF: NO2000008131

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The name and title of the person signing the document must be noted beneath or opposite the signature.

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

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Darlene Connell
Document Specialist

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ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION

PALAZZO ESTATES AT BAYSHORE CONDOMINIUM
ASSOCIATION, INC., a
Florida Corporation

The undersigned, being the Incorporator of Palazzo Estates at Bayshore Condominium Association, Inc., a Florida not-for-profit corporation (the "Corporation"), hereby certifies that the Articles of Incorporation of the Corporation are modified and amended by these Articles of Amendment (the "Amendment"), as follows:

1. Article 6.3 of the Articles of Incorporation filed on October 23, 2002 is hereby deleted in its entirety and replaced with the following:

"6.3 Voting. On all matters upon which the membership shall be entitled to vote, there shall be two (2) votes for Unit 1, and one (1) vote each for Unit 2 and Unit 3. All votes shall be exercised and cast in the manner provided by the Declaration and By-Laws. Any person or entity owning more than one Unit shall be entitled to cast the aggregate number of votes attributable to all Units owned."

2. The date of this Amendment's adoption; October 17, 2003.
3. The foregoing Amendment was adopted by the Board of Directors. There are no members entitled to vote on the Amendment.
4. In all other regards, all of the articles, terms and conditions of the Articles of Incorporation of the Corporation not modified by this Amendment are hereby ratified and confirmed and shall remain in full force and effect. In the event of a conflict between the articles, terms and conditions of this Amendment and the Articles of Incorporation of the Corporation, the terms of this Amendment shall control. This Amendment shall be binding upon the Directors, all of the members and officers of the Corporation and their respective heirs, legal representatives, successors and assigns.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, has hereunto set his hands and affixed the Corporation's seal this 17th day of October, 2003.

Palazzo Estates at Bayshore Condominium
Association, Inc.,


By: Robert F. Thorne, President

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