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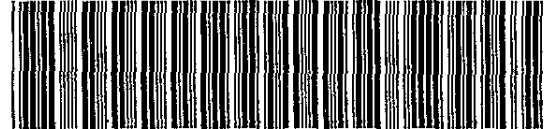
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Amend.
VS
1-21-05



Barrington Group Incorporated

One South School Avenue, Suite 500 • Sarasota, Florida 34237 • (941) 955-8000 • fax (941) 952-9711

January 11, 2005

USPS Express Mail

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

RE: Amendment to Articles of Incorporation
Carolina Landings Master Association, Inc.

Dear Madam or Sir:

Enclosed please find Amendment to Articles of Incorporation along with the \$35.00 filing fee for the above referenced association. Please process accordingly.

If you have any questions regarding this matter, please do not hesitate to contact our office.

Sincerely,

A handwritten signature in cursive script, appearing to read "Donna Sherman". The ink is dark and the signature is fluid.

Donna Sherman

encl:

**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
CAROLINA LANDINGS MASTER ASSOCIATION, INC.**

THE UNDERSIGNED Carolina Landings, Inc., as developer ("Developer"), hereby amends the Articles of Incorporation of Carolina Landings Master Association, Inc., a corporation not for profit under Chapter 617, Florida Statutes (the "Articles"). As used herein, "Association" shall refer to Carolina Landings Master Association, Inc.

Section 2.3.2 of the Articles is amended to include the following:

- (i) Operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.
- (j) Sue and be sued.
- (k) Contract for services to provide for operation and maintenance of the surface water management system facilities, if so desired by the Association.
- (l) If the Association is dissolved, the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association.
- (m) Take any other action necessary for the purposes for which the Association is organized.

IT IS HEREBY CERTIFIED THAT the above Amendment to the Articles of Incorporation of Carolina Landings Master Association, Inc., was duly amended by the Developer in the manner provided by Section 8.3 of the Articles.

IN WITNESS WHEREOF, we have affixed our hands as of the 6th day of January, 2005.

Signed, sealed and delivered
In the presence of:

Witness signature Lisa E. Bagwell
Witness print name Lisa E. Bagwell
Witness signature Donna L. Sherman
Witness print name Donna L. Sherman

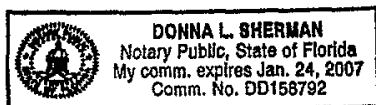
CAROLINA LANDINGS, INC.
a Florida corporation

By: Larry P. Lieberman
Its: President
Attest: Scott Bradley
Its: Secretary

STATE OF FLORIDA)
COUNTY OF Sarasota)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared Larry P. Lieberman, as President of Carolina Landings, Inc., a Florida corporation, personally known to me (✓) or who produced _____ as identification, and he acknowledged the execution thereof to be his free act and deed, on behalf of the company and for the uses and purposes therein mentioned.

WITNESS my hand and official seal in the county and state last aforesaid, this 6th day of January, 2005.



Donna L. Sherman
Signature
Donna L. Sherman
Print Name
NOTARY PUBLIC - State of Florida
Commission No. _____