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BASIC AMENDMENT

VENETIA VILLAS CONDOMINIUM ASSOCIATION, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 30, 2004

VENETIA VILLAS CONDOMINIUM ASSOCIATION, INC.
15025 NW 77 AVE STE 113
MIAMI, FL 33014

SUBJECT: VENETIA VILLAS CONDOMINIUM ASSOCIATION, INC.
REF: N04000000637

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**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
VENETIA VILLAS CONDOMINIUM ASSOCIATION, INC.,
a Florida not for profit corporation**

Pursuant to the provisions of Section 617.1001, Florida Statutes, this Florida not for profit corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST. Article 9, Paragraph 9.4 of the Articles of Incorporation of VENETIA VILLAS CONDOMINIUM ASSOCIATION, INC., a Florida not for profit corporation (the "Corporation"), is hereby deleted in its entirety and substituted by the following Paragraph 9.4:

9.4 - Term of Developer's Directors. The Developer of the Condominium shall appoint the members of the first Board of Directors and their replacements, until the Developer turns over control to the Unit Owners other than the Developer as required by the Act, except when unit owners other than the Developer own fifteen percent (15%) or more of the units, in which case the unit owners shall be entitled to elect no less than one-third (1/3) of the Board of Directors, subject to the following:

(a) Majority.

Unit owners other than the Developer are entitled to elect not less than a majority of the members of the board of directors at the earliest of:

(i) three years after 50% of the units that ultimately will be operated by the association have been conveyed to purchasers; or

(ii) three months after 90% percent of the units that ultimately will be operated by the association have been conveyed to purchasers; or

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This instrument prepared by:
Rasco Reininger Perez & Esquenazi, P.L.
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(iii) when all the units that ultimately will be operated by the association have been completed, some of them have been conveyed to purchasers and none of the others are being offered for sale by the Developer in the ordinary course of business; or

(iv) when some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business; or

(v) seven years after recordation of the declaration of the condominium.

(b) Developer member. The Developer is entitled to elect at least one member of the board of directors as long as the Developer holds for sale in the ordinary course of business at least 5% of the units that ultimately will be operated by the association.

(c) Election. Within 75 days after the unit owners other than the Developer are entitled to elect a member or members of the board of directors, the association shall call, and give not less than 60 days' notice of a meeting of the unit owners to elect the member or members of the board of directors. The election shall proceed as provided in Fla. Stat. 718.112(2)(d). The notice may be given by any unit owner if the association fails to do so.

(d) Relinquishment of control. Either before or not more than 75 days after the time that unit owners other than the Developer elect a majority of the members of the board of directors, the Developer shall relinquish control of the association and the unit owners shall accept control. Simultaneously, the Developer shall deliver to the association all property of the unit owners and of the association held or controlled by the Developer, including but not limited to those items specified in the Condominium Act.

(e) Compelling compliance. In any action brought to compel compliance with Florida Statute 718.301 regarding transfer of association control and election of directors by unit owners other than the Developer, summary procedure provided for in Florida Statute 51.011 may be employed, and the prevailing party shall be entitled to recover reasonable attorneys' fees and court costs.

(f) Early transfer. Nothing contained in this section shall be deemed to prevent the developer from transferring control of the association to unit owners other than the Developer before the occurrence of the events described in this section.

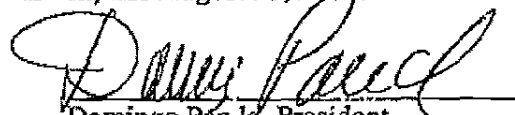
SECOND. The foregoing Amendment to the Articles of Incorporation of VENETIA VILLAS CONDOMINIUM ASSOCIATION, INC., a Florida not for profit

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corporation, was approved and adopted by means of a unanimous written action of the Members and Directors of the Corporation, dated August 25, 2004.

IN WITNESS WHEREOF, the undersigned President of the Corporation, pursuant to the unanimous approval granted by the Members and Directors of the Corporation, has executed this Articles of Amendment, this August 25, 2004.


Domingo Pardo, President

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