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12/16/05--01033--004 **43.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF REGISTRATION

Amend
G. Gouletta

DEC 16 2005

CORP DIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: TRACY SPEAR

DATE: 12/16/05

REF. #: 000174.45754

CORP. NAME: NEWCASTLE COURT CONDOMINIUM ASSOCIATION, INC.

- | | | |
|------------------------------------------------------|-----------------------------------------------------------|--------------------------------------------------|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 515315 FOR \$ 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

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|----------------------------------------------------|-------------------------------------------------------|---------------------------------------------|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
NEWCASTLE COURT CONDOMINIUM ASSOCIATION, INC.**

The undersigned, certifies that:

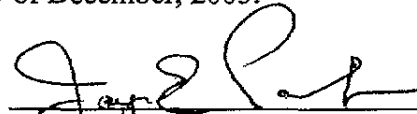
1. She is the President of Newcastle Court Condominium Association, Inc., a Florida corporation, whose Articles of Incorporation were filed originally with the Secretary of State, State of Florida, on April 18, 2005, and Amended and Restated on September 23, 2005.

2. The following amendment to the Amended and Restated Articles of Incorporation was adopted and approved by the sole Member, by written consent in lieu of a meeting, dated December 8, 2005. The number of votes cast for the amendment was sufficient for approval.

3. ARTICLE VI, Item B. of the Amended and Restated Articles of Incorporation is hereby amended in its entirety to read as follows:

“B. Initial Directors shall be appointed by and shall serve at the pleasure of Waterford at Rotunda, LLC, a Florida limited liability company, its successors or assigns (hereinafter referred to as the “Developer”).”

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 15th day of December, 2005.



Jayne E. Parrish
President

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TALLAHASSEE, FLORIDA