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Fax Number : (850) 617-6380

From:

Account Name : RICHARD G. COKER, JR., P.A.

Account Number : I20010000145

Phone

: (954)761-3636

Fax Number

: (954)761-1818

COR AMND/RESTATE/CORRECT OR O/D RESIGN

RESIDENCE CLUB AT FISHERMAN'S COVE CONDOMINIUM A

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

THE RESIDENCE CLUB AT FISHERMAN'S COVE CONDOMINIUM ASSOCIATION, INC.

FIRST:

The Articles of Incorporation were filed on March 11, 2008 and assigned

document number N08000002401.

SECOND:

This Amendment is submitted to amend the following Articles:

1. Article V is hereby amended as follows:

Robert Goodyear is hereby removed as a Director of the Corporation and following named person shall become a new Director in his place:

Scott Gehrke 104000 Overseas Highway Key Largo, FL 33037

Benedict J. Fillichio and William Thies, Jr. shall remain as Directors.

2. Article VI is hereby amended as follows:

Robert Goodyear is hereby removed as Secretary/Treasurer of the Corporation

and

the following named person shall become Secretary/Treasurer in his place:

Scott Gehrke 104000 Overseas Highway Key Largo, FL 33037

Benedict J. Fillichio and William Thies, Jr. shall remain as Officers.

THIRD:

The date of adoption of the amendment was August 11, 2008.

FOURTH:

There are no members emittled to vote on the amendment. The amendments were

adopted by the Board of Directors.

DATED: AMOUST 13th

, 2008

Benediot J. Fillichio, President