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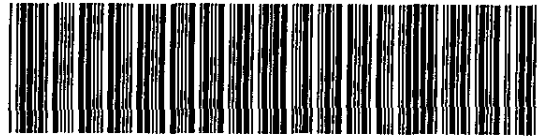
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E. Roberts APR 13 2006



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Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

Re: Amendment to Articles of Incorporation

- FLORIDA OFFICES
- BOCA RATON
- FORT MYERS
- FORT WALTON BEACH
- HOLLYWOOD
- HOMESTEAD
- LARGO
- MELBOURNE *
- MIAMI
- NAPLES
- ORLANDO
- SARASOTA
- TALLAHASSEE
- WEST PALM BEACH

Dear Sir/Madam:

Enclosed herein please find a Certificate of Amendment to the Articles of Incorporation for Venetia Condominium Association, Inc., as well as a check in the amount of \$35.00 to cover the cost of filing.

Thank you for your attention to this matter.

Sincerely yours,

Michael C. Gongora
For the Firm
MCG/as
Enclosure

- AFFILIATED OFFICES
- BEIJING
- FRANKFURT
- NEW YORK
- PRAGUE
- TEL AVIV

MIA_DB: V08843/102373:956434_1

* by appointment only

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
VENETIA CONDOMINIUM ASSOCIATION, INC.**

WHEREAS, the Certificate of Incorporation of Venetia Condominium Association, Inc. (hereinafter the "Association") was issued by the Secretary of State of Florida on the 30th day of September, 1994; and

WHEREAS, at a duly adjourned meeting of the membership of the Association held on January 25, 2006, the amendment to the Articles of Incorporation as set out in Exhibit "A" hereto were adopted by a vote of the membership in excess of that required by the pertinent provisions of said Articles; and

NOW, THEREFORE, the undersigned hereby certifies that the amendment as set forth in Exhibits "A" attached hereto and incorporated herein is a true and correct copy of the amendment as approved by the membership of the Association as set forth above.

WITNESS my signature hereto this 28 day of March 2006 at Miami-Dade, Florida.

VENETIA CONDOMINIUM ASSOCIATION, INC.

[Signature]
Witness Dania Brady

BY: [Signature]
Vice President

[Signature]
Witness [Signature]

PRINT: HENRY CLAYTON COFFELD (Seal)


ATTEST: _____

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 28 day of March 2006 by Henry Clayton Coffeld the Vice President of Venetia Condominium Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. Who is personally known to me or has produced (_____) as identification and who did/did not take an oath.

[Signature] (SEAL)
NOTARY PUBLIC SIGNATURE
STATE OF FLORIDA AT LARGE

My commission expires:

 **Ana M. Suarez**
Commission #DD321498
Expires: Jun 29, 2008
Bonded Thru
Atlantic Bonding Co., Inc.

ANA M. SUAREZ
PLEASE PRINT OR TYPE NOTARY SIGNATURE

EXHIBIT "A"

AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
VENETIA CONDOMINIUM ASSOCIATION, INC.

(Additions indicated by underlining; Deletions indicated by ~~striking through~~.)

Amendment to Article IX (A) of the Articles of Incorporation to provide as follows:

ARTICLES OF INCORPORATION:

"Article IX (A). The form of administration of the Association shall be by a Board of three (3) Directors. ~~After Unit Owners other than the Developer are entitled to elect a majority of the Board, the Board of Directors shall consist of two (2) members elected by the Commercial Members and one (1) member elected by the Residential Members, provided, however, if, at the time that Unit Owners are entitled to elect a majority of the Board, the Developer is the owner of all of the Commercial Units, then the Board shall consist of two (2) members elected by the Residential Members and one (1) member elected by the Commercial Members. At such time that all of the Commercial Units are no longer owned by the Developer, the membership of the Board shall consist of two (2) members elected by the Residential members. Notwithstanding the foregoing, the Developer is entitled to elect at least one (1) member of the Board of Directors so long as the Developer holds for sale in the ordinary course of business at least two (2%) percent of the Units. In the situation where turnover of control has occurred and there are two (2) members elected by the Commercial Members and one (1) member elected by the Residential Members, the Developer shall be entitled to vote only for one (1) Commercial Member on the board of Directors. The other Commercial Member and the Residential Member shall be elected solely by Unit Owners other than the Developer. Such Developer-appointed Board Member shall be one of the Commercial Members of the Board of Directors. This provision cannot be amended without the consent of a majority of the Commercial Members.~~ The Board of Directors shall be composed of directors in accordance with Florida Statutes Section 718.404, to wit: The Board of Directors shall consist of two (2) members elected by the Residential Members and one (1) member elected by the Commercial Members.