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LAW OFFICES
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March 24, 1997

Via Federal Express

Ms. Thelma Lewis
Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Amendment to Articles of Incorporation of
Capri Isles Condominium Association, Inc.

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-03/26/97--01109--006
*****35.00 *****35.00

Dear Ms. Lewis:

Pursuant to our telephone conversation today, enclosed please the original and one (1) copy of the Articles of Amendment No. 1 to the Articles of Incorporation on the above-referenced Corporation, along with our Trust Account Check in the amount of \$35.00, as the filing fee. Please return to this office a filed copy of this Amendment by Federal Express for delivery to this office by Wednesday, March 26, 1997. I have enclosed a Federal Express envelope and airbill for your convenience.

Should you have any questions regarding the foregoing, please call me.

Sincerely,

Jean T. Sherman
JEAN T. SHERMAN
Legal Assistant

JTS
Enclosures

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Amend
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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TLL MAR 25 1997

**ARTICLES OF AMENDMENT NO. 1
TO THE ARTICLES OF INCORPORATION OF**

Pursuant to Section 617.1002 and 617.1006 of the Florida Not For Profit Corporation Act, the Articles of Incorporation of Capri Isles Condominium Association, Inc. (the "Corporation"), are hereby amended according to these Articles of Amendment:

FIRST: The name of the Corporation is Capri Isles Condominium Association, Inc.

SECOND: The Articles of Incorporation shall be amended as follows:

Article VIII.6 is hereby amended to read as follows:

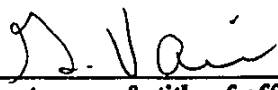
"Article VIII.6. Within seventy-five (75) days after Unit Owners other than the Developer are entitled to elect a member or members of Board of Directors the Association shall call and give not less than sixty (60) days notice of an election for the members of the Board of Directors. The meeting may be called and notice may be given by Unit Owner, if the Association fails to do so. Thereafter, the Directors, which the members are entitled to elect, shall be elected at the annual meeting of the members."

Article IX is hereby amended to add the following:

"Carmine Varsi - Vice President
Antionietta Wetzine - Secretary/Treasurer"

THIRD: The foregoing amendment was adopted by written consent of the directors of the Corporation, on the date hereof there are no members of the Association.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed this instrument this 4th day of March, 1998.


[Insert name & title of officer]
GIOVANNI VARSI, President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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