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TALLAHASSEE, FLORIDA

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Reply To:
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August 2, 2004

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Amendment Section
P.O. Box 1500
Tallahassee, FL 32302-1500

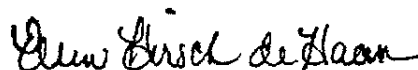
Re: Articles of Amendment to the Articles of Incorporation of Long
Bayou Road Association, Inc.

Dear Sir/Madam:

Enclosed please find the original Articles Amendment to the Articles of
Incorporation of Long Bayou road Association, Inc., and a copy of same to be to be
stamped and returned to this office. Please also find a check in the amount of
\$35.00, your recording fee, and a return envelope for our copy of the document.

If you should have any questions, please do not hesitate to contact this office.


Yours truly,



ELLEN HIRSCH de HAAN
For the Firm

EHD/sdk
Enclosure

S00721/079489

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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF
LONG BAYOU ROAD ASSOCIATION, INC.**

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporations adopt the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: Articles 5 and 6 (See attached)

SECOND: The date of adoption of the amendment was 29 July, 2004.

THIRD: Adoption of amendment (Check one):

The amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval.

There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

(SEAL)

LONG BAYOU ROAD ASSOCIATION, INC.

BY: Jack Anderson
Jack Anderson, President

DATED July 30, 2004

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Jack Anderson, to me known to be the President of Long Bayou Road Association, Inc., and he acknowledged before me that he freely and voluntarily executed the same as such authorized agent, under authority vested in him/her by said corporation. He is personally known to me or has produced _____
(type of identification) as identification and did (did not) take an oath.

WITNESS my hand and official seal in the County and State last aforesaid, this
30 day of July, 2004.

J. Geraldine Ray
Notary Public
Printed Name: J. Geraldine Ray

My commission expires:



J. Geraldine Ray
MY COMMISSION # DD010127 EXPIRES
April 1, 2005
BONDED THRU TROY FAIR INSURANCE, INC.

ADOPTED AMENDMENTS TO
ARTICLES OF INCORPORATION
LONG BAYOU ROAD ASSOCIATION, INC.

1. Adopted amendment to Articles of Incorporation, Article 5., as follows:

ARTICLE 5: MEMBERSHIP

The names and addresses of the members of the Corporation are as follows:

...
~~LONG BAYOU CONDOMINIUM II ASSOCIATION, INC. THE PALMS OF LONG BAYOU, INC.~~

2. Adopted amendment to Articles of Incorporation, Article 6., as follows:

ARTICLE 6: DIRECTORS

The Corporation shall be managed by a Board of Directors, who shall exercise all powers and perform all the duties of the Corporation as described in the Bylaws. The Corporation shall ~~initially have 5 directors. The number of directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be~~ have no less than three directors. The number of directors and the procedures by which directors shall be elected, shall serve for such terms, and may be removed as provided in the Bylaws.

**PLEASE NOTE: ADDITIONS INDICATED BY UNDERLINING;
DELETED TEXT INDICATED BY STRIKE THROUGHES; AND
UNAFFECTED TEXT IS INDICATED BY "..."**