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CCRS

103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

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99 MAR -2 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 3-2-99

REF. #: 0150.5793

CORP. NAME: Mariposa at Menarch Lakes
Homeowners' Association, Inc.

300002791889
-03/02/99-01035-016
*****43.75 *****43.75

- ARTICLES OF INCORPORATION
- ARTICLES OF AMENDMENT
- ARTICLES OF DISSOLUTION
- ANNUAL REPORT
- TRADEMARK/SERVICE MARK
- FICTITIOUS NAME
- CERT. OF AUTHORITY
- LIMITED PARTNERSHIP
- LIMITED LIABILITY
- REINSTATEMENT
- MERGER
- WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- UCC-1
- UCC-3
- OTHER: _____

STATE FEES PREPAID WITH CHECK# _____ FOR \$ _____

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- CERTIFIED COPY
- CERTIFICATE OF STATUS
- PLAIN STAMPED COPY

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TALLAHASSEE, FLORIDA

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Examiner's Initials

3-2-99

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99 MAR - 2 PM 1: 22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MARIPOSA AT MONARCH LAKES HOMEOWNERS' ASSOCIATION, INC.**

Pursuant to the provisions of Chapter 617 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Mariposa At Monarch Lakes Homeowners' Association, Inc. (the "Association").
2. The original Articles of Incorporation for the Association were filed with the Secretary of State of Florida on January 15, 1998.
3. The following Amendments to the Articles of Incorporation were adopted by an affirmative vote of a majority of the Voting Members of the Association and all of the Directors of the Association on February 1, 1999, in the manner prescribed by the Articles of Incorporation of the Association and the provisions of Chapter 617, Florida Statutes:

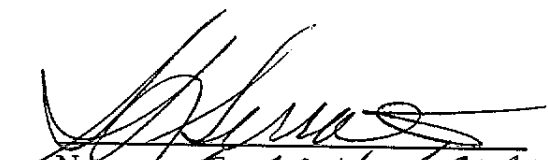
RESOLVED THAT the reference in the first paragraph of Article 2 of the Articles of Incorporation of the Association to the "Declaration of Covenants, Restrictions and Easements for Monarch Lakes" is hereby amended to read as the "Declaration of Covenants and Restrictions for Mariposa at Monarch Lakes".

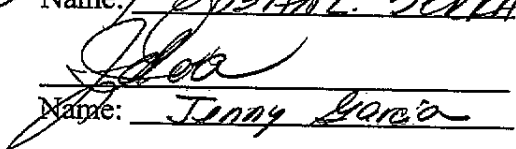
4. Except as hereby amended, the Articles of Incorporation of the Association shall remain the same.

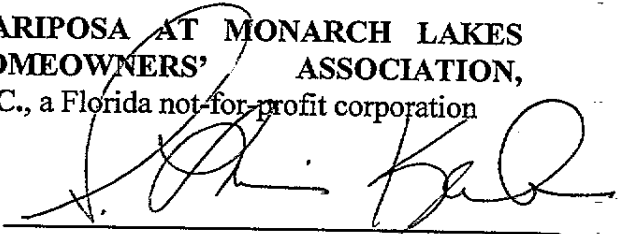
IN WITNESS WHEREOF, the undersigned, being all of the Directors and the sole Voting Member of the Association, have executed these Articles of Amendment to the Articles of Incorporation of the Association, as of the 1st day of February, 1998.

Witnessed by:

**MARIPOSA AT MONARCH LAKES
HOMEOWNERS' ASSOCIATION,
INC., a Florida not-for-profit corporation**


Name: Susan L. Bellats


Name: Jenny Garcia


By: _____
Name: S. Lani Kahn
Title: Director

Sharon Ginc
Name: Sharon Ginc

Vicki Lee Strickland
Name: Vicki Lee Strickland

Jenny Garcia
Name: Jenny Garcia

H. Gonzalez
Name: H. Gonzalez

By: Michael D. Smith
Name: Michael D. Smith
Title: Director MS.

Susan Serrats
By: Susan Serrats
Name: Susan Serrats
Title: Director

LOWELL/RBG XLV, L.P., an Illinois limited partnership

By: LOWELL AT MONARCH LAKES, INC., a Florida corporation, a general partner

Gregory R. Francuz
Name: Gregory R. Francuz

S.L. Kahn, III
By: S.L. Kahn, III
Name: S.L. Kahn, III
Title: PRESIDENT

Jenny Garcia
Name: Jenny Garcia

[CORPORATE SEAL]

By: RBG XLV CORP., an Illinois corporation, a general partner

Alma C. Pagan
Name: ALMA C. PAGAN

Robert S. Goldfine
By: Robert S. Goldfine
Name: Robert S. Goldfine
Title: CHAIRMAN

RANDALL G. HILL
Name: RANDALL G. HILL

[CORPORATE SEAL]