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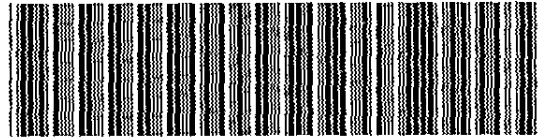
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December 5, 2002

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

The Residences at World Golf Village Condominium Association, Inc.

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

ARTICLES OF AMENDMENT
OF ARTICLES OF INCORPORATION OF
THE RESIDENCES AT WORLD GOLF VILLAGE
CONDOMINIUM ASSOCIATION, INC.

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TALLAHASSEE, FLORIDA

1. The following provisions of the Articles of Incorporation of The Residences at World Golf Village Condominium Association, Inc., a Florida not-for-profit corporation (the "Association"), filed in Tallahassee on October 13, 1998, and effective October 13, 1998, be, and they hereby are, amended in the following particulars:

(a) Article VII, Section 1 of the Articles of Incorporation be and it hereby is amended in its entirety to read as follows:

BOARD OF DIRECTORS

The affairs of this Association shall be managed and administered by a Board of Directors consisting of not less than five (5) members, nor more than seven (7) members, provided, at all times there may only be an odd number of Directors on the Board. The number of the members of the Board of Directors shall be determined by the Board each year prior to the date on which the first notice of the annual election of members of the Board of Directors will be mailed to the members; provided, however, there shall always be an odd number of director's positions on the Board.

(b) Article VII, Section 3 of the Articles of Incorporation be and it is hereby amended in its entirety to read as follows:

Any Directors elected by the Members of the Association shall be filled by the majority of the remaining Directors, and any such appointed Director shall serve for the remaining term of his predecessor. The Members shall elect the directors by majority vote, for staggered terms of three (3) years each. To create the staggered terms, two posts shall become vacant in one (1) year and two (2) successor directors shall be elected. The third and fourth posts shall be deemed vacant at the end of the second year, and two successor directors shall be elected. The fifth and all additional posts shall be deemed vacant at the end of the third year, and successor directors shall be elected, as applicable. All successor directors shall serve for terms of three (3) years each. In the event that the number of persons comprising the Board of Directors is changed, such change in number shall be implemented in such a manner as to have as nearly equal in number as possible the number of directors whose terms expire in any given year.

2. The foregoing amendment was adopted by the Board of Directors and the members of the Association on the 20 day of November, 2002, to become effective the 20 day of November, 2002.

