



**THE UNITED STATES
CORPORATION
COMPANY**

P97000065317

ACCOUNT NO. : 072100000032

REFERENCE : 592729

AUTHORIZATION :

COST LIMIT : \$ 35.00

FILED
97 NOV -6 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Change
amend

ORDER DATE : November 6, 1997

ORDER TIME : 3:22 PM

ORDER NO. : 592729-005

CUSTOMER NO: 9643A

700002341057--7

CUSTOMER: Larry Z. Glickman, Esq
Sachs, Sax & Klein, P.a.
P. O. Box 810037

Boca Raton, FL 33481-0037

DOMESTIC AMENDMENT FILING

NAME: THE WATERWAYS AT OCEAN RIDGE,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Vstischerban

EXAMINER'S INITIALS:

FILED
97 NOV -6 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*02250, 00624, 00672



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 7, 1997

RECEIVED
97 NOV -7 PM 4:22
DIVISION OF CORPORATION

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: THE WATERWAYS AT OCEAN RIDGE, INC.
Ref. Number: P97000065317

We have received your document for THE WATERWAYS AT OCEAN RIDGE, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The document must have original signatures.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 297A00053995

RESUBMIT
Please give original
submission date as file date.

AMENDMENT TO
ARTICLES OF INCORPORATION
OF
THE WATERWAYS AT OCEAN RIDGE, INC.

97 NOV -6 PM 1:40
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. ARTICLE I of the Articles of Incorporation of THE
WATERWAYS AT OCEAN RIDGE, INC. is amended as follows:

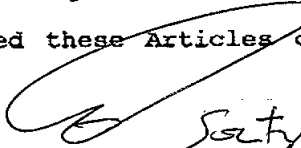
ARTICLE I

The name of the corporation shall be:

OCEAN HARBOUR ESTATES AT OCEAN RIDGE, INC.

2. The Consent to the foregoing amendment, a copy of which
is attached hereto and made a part hereof as Exhibit "A" was
adopted by the shareholders of this corporation on October 30,
1997.

IN WITNESS WHEREOF, the undersigned as President and Secretary
of the corporation has executed these Articles of Amendment on
October 30, 1997.



Edward D. Popkin
Secretary

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, an officer duly
qualified to take acknowledgments, personally appeared Edward D.
Popkin, as Secretary of The Waterways at Ocean Ridge, Inc., to me
known to be the person described in and who executed the foregoing
Amendment to Articles of Incorporation and acknowledged before me
that he executed the same.

WITNESS my hand and official seal in the County and State last
aforesaid, this _____ day of _____, 1997.


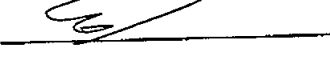

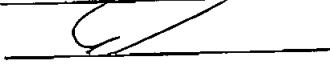
NOTARY PUBLIC

My commission expires:

CONSENT TO AMENDMENT
OF
ARTICLES OF INCORPORATION
OF

THE WATERWAYS AT OCEAN RIDGE, INC.

The undersigned being all of the directors and all of the stockholders of THE WATERWAYS AT OCEAN RIDGE, INC. entitled to vote with respect thereto, and in the case of the stockholders, each being the holder of the number and class of shares set forth opposite his name below, hereby authorize, adopt and consent to the following amendment to the Articles of Incorporation: The name of the corporation is changed from THE WATERWAYS AT OCEAN RIDGE, INC. to OCEAN HARBOUR ESTATES AT OCEAN RIDGE, INC.


Name of Stockholder	Signature	No. of Shares	Date
Leonard A. Albanese		1000	10/30/97
Edward D. Popkin		1000	10/30/97
Name of Directors:			
Leonard A. Albanese			10/30/97
Edward D. Popkin			10/30/97

NOTICE OF SPECIAL MEETING OF
BOARD OF DIRECTORS AND STOCKHOLDERS OF
THE WATERWAYS AT OCEAN RIDGE, INC.

TO ALL OFFICERS AND DIRECTORS OF THE WATERWAYS AT OCEAN RIDGE, INC.

NOTICE is hereby given that a Special Meeting of the
Stockholders and Board of Directors of THE WATERWAYS AT OCEAN
RIDGE, INC. will be held on October 30, 1997 at the law offices of
Sachs, Sax & Klein, P. A., 301 Yamato Road, Boca Raton, FL 33431.

Dated: 10/20/97


Edward D. Popkin
Secretary

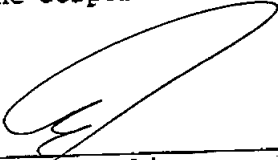
MINUTES OF SPECIAL MEETING OF
BOARD OF DIRECTORS AND STOCKHOLDERS OF
THE WATERWAYS AT OCEAN RIDGE, INC.

A special meeting of the officers, directors and stockholders of THE WATERWAYS AT OCEAN RIDGE, INC. was held on October 30, 1997 at the law offices of Sachs, Sax & Klein, P.A., 301 Yamato Road, Boca Raton, FL 33431 at 10:00 A.M.

All officers, directors and shareholders were present at the meeting and Leonard A. Albanese as President presided as Chairman of the meeting and Edward D. Popkin acted as Secretary.

The President advised that the purpose of the meeting was to change the name of the corporation to OCEAN HARBOUR ESTATES AT OCEAN RIDGE, INC..

UPON MOTION duly made, seconded and passed, the President and Secretary were authorized to execute all necessary documents to effectuate a change of the name of the corporation to OCEAN HARBOUR ESTATES AT OCEAN RIDGE, INC.



Edward D. Popkin
Secretary/Shareholder