

CERTIFIED COPY OF CORPORATE RESOLUTION AND INCURGENCY CERTIFICATE

I, Tammy McDonald, President, do hereby certify on behalf of Boca Isles Property Owners Association, Inc., (the "Corporation") as follows:

1. The Corporation is a Florida corporation and is in good standing.
2. The Articles of Incorporation of the Corporation as filed with the Secretary of State of the State of Florida are true, complete and current, and the same are in full force and effect this date without modification.
3. The following individuals are the officers and/or directors of the Corporation, to wit:

PRESIDENT:	Tammy McDonald
VICE PRESIDENT:	Jeff Brown
SECRETARY:	Robert Drews
TREASURER:	Tammy McDonald

4. By corporate action, without a meeting, approved by a majority of all members of the Board of Directors of the Corporation, who are also the Class B members of the Corporation, the following resolutions were unanimously adopted and are outstanding, in full force and effect and have not been modified, amended or rescinded in any particular:

BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE CORPORATION, AS FOLLOWS:

A. Article VIII of the Articles of Incorporation of the Corporation is to be amended to provide that the Board of Directors of the Corporation shall consist of five (5) members.

B. Article IV of the Bylaws of the Corporation is to be amended to provide that the Board of Directors of the Corporation shall consist of five (5) members.

C. The Corporation, by and through its officers, is authorized to execute such amendments as may be necessary to affect these changes to the Articles of Incorporation and the Bylaws.

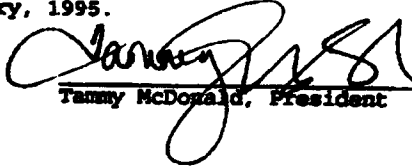
IN WITNESS WHEREOF, I have hereunto set my hand as President of Boca Isles Property Owners Association, Inc., a Florida corporation, and I have hereunto affixed the corporate seal of said

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Return To: Lennor Morris
12350 Forest Hill Blvd.
Wilmington NC 28403

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corporation, all of which has been done at West Palm Beach,
Florida, this 5 day of January, 1995.


Tammy McDonald, President

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
BOCA ISLES PROPERTY OWNERS ASSOCIATION, INC.

1. Article VIII is hereby amended to provide that the Board of Directors shall consist of five (5) members.
2. The foregoing Amendment was adopted by the vote and consent of a majority of the Class B members on January 5, 1995.
3. The effective date of these Articles of Amendment is the date the same is filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, has executed these Articles of Amendment on January 5, 1995.

Robert W. Dreaus
PRINT NAME: ROBERT W. DREAUS
TITLE: SECRETARY
(CORPORATE SEAL)

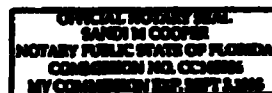
ATTEST:

Robert W. Dreaus
Secretary

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 6 day of January, 1995, by Robert W. Dreaus, as Secretary, of BOCA ISLES PROPERTY OWNER'S ASSOCIATION, INC., a Florida corporation, on behalf of the corporation. (s) He is personally known to me or has produced a Driver's License as identification and did take an oath.

David M. Cooper
Notary Public David M. Cooper
My Commission Expires:



OFF 8600 P. 1491
DOROTHY H. WILKIN, CLERK PS COUNTY, FL

AMENDMENT
TO
BYLAWS
OF
BOCA ISLES PROPERTY OWNERS ASSOCIATION, INC.

1. Article IV of the Bylaws is hereby amended to provide that the Board of Directors shall consist of five (5) members.
2. The foregoing Amendment was adopted by the vote and consent of a majority of the Class B members on January 5, 1995.
3. The effective date of this Amendment to Bylaws is January 5, 1995.

IN WITNESS WHEREOF, the foregoing Amendment to Bylaws was adopted on January 5 1995.

Robert W. Drews
PRINT NAME: ROBERT W. DREWS
TITLE: SECRET.
(CORPORATE SEAL)

ATTEST:

Robert W. Drews
Secretary