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Tammy Anderson
Lennar Homes
12230 Forest Hill Blvd
Wellington, FL 33414

NW-06-1997 10:42am 97-397653
ORB 10071 Pg 1022

FIRST AMENDMENT
TO
BY-LAWS
OF

BOCA ISLES SOUTH PROPERTY OWNERS ASSOCIATION, INC.

Article IV, Section 1 is hereby amended to provide that the Board of Directors shall consist of an odd number of members, but in no event less three (3) members or more than nine (9) members. Each year the current Board of Directors shall determine the number of directors for the next ensuing year.

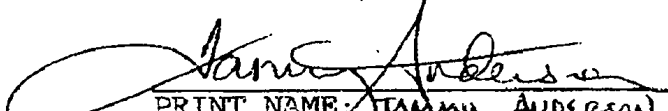
Beginning with the first election of directors by the Class A members, the directors shall serve staggered terms. One third of the directors shall serve for a three year term, one third of the directors shall serve for a two year term, and the remaining third of the directors shall serve for a one year term. In the event that the number of directors is such that it cannot be evenly divided into thirds, the directors serving two and three year terms shall be evenly divided and the remainder shall serve one year terms (for example, if five directors are elected, two shall serve three year terms, two shall serve two year terms, and one shall serve a one year term). Any director elected subsequent to the first election shall serve for the same term length as its predecessor.

2. All other provisions not inconsistent herewith remain the unchanged.

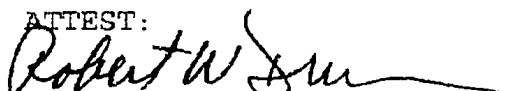
3. The foregoing Amendment was adopted by the vote and consent of a majority of the Class B members on 14th June, 1997.

IN WITNESS WHEREOF, the undersigned, has executed this Amendment to By-laws on June 24th, 1997.

BOCA ISLES SOUTH PROPERTY OWNERS
ASSOCIATION, INC.


PRINT NAME: TAMMY ANDERSON
TITLE: PRESIDENT
(CORPORATE SEAL)

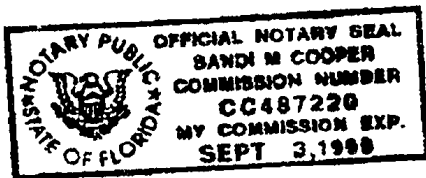
ATTEST:


Secretary

STATE OF FLORIDA)
)SS:
COUNTY OF PALM BEACH)

ORB 10071 Pg 1023
DOROTHY H. WILKEN, CLERK PB COUNTY, FL

The foregoing instrument was acknowledged before me this 24 day of June, 1997, by Tammy Anderson as President, of BOCA ISLES SOUTH 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.



Sandi M Cooper
Notary Public
My Commission Expires: