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Tammy Anderson
Leona Homes
12230 Yonah Blvd
Wellington FL 33414

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ORB 10071 Pg 1024

FIRST AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

BOCA ISLES SOUTH PROPERTY OWNERS ASSOCIATION, INC.

1. Article VIII 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.

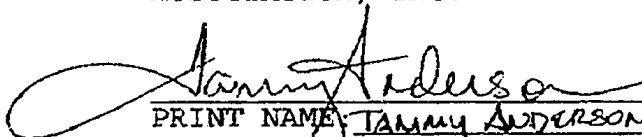
Beginning with the first election of directors by the Class A members, the directors shall serve staggered terms. One third of the directors shall serve for a three year term, one third of the directors shall serve for a two year term, and the remaining third of the directors shall serve for a one year 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. The foregoing Amendment was adopted by the vote and consent of a majority of the Class B members on 14th June, 1997.

3. This Amendment to the Articles of Incorporation is the date the same is filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, has executed this Amendment 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)

DOROTHY H. WILKEN, CLERK PB COUNTY, FL

The foregoing instrument was acknowledged before me this 24 day of June, 1997, by Tammy Anderson, 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
Commission Expires: