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08/09/2005 at 10:33 AM,

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JEFFREY K BARTON, CLERK OF
COURT

**CERTIFICATE OF AMENDMENT
TO THE
BYLAWS OF
FAIRWAYS AT GRAND HARBOUR CONDOMINIUM ASSOCIATION, INC.**

A Corporation Not-For-Profit Under
the Laws of the State of Florida

The Bylaws for Fairways at Grand Harbor Condominium Association, Inc., have been recorded in the public records of Indian River County at OR Book 1699, Page 1409. The same Bylaws are hereby amended as approved by the Membership by vote sufficient for approval at a duly convened Members Meeting held on March 15, 2005.

1. Article III, Section A is amended to read as follows:

A. Directors.

1. The affairs of Association shall be governed by a Board of five (5) directors.

2. Directors shall be members of the Association or spouses of members of the Association.

3. The terms of the Directors service shall be staggered. At the first election after the effective date of this amendment, the three (3) Directors who receive the highest number of votes shall serve for two (2) years and the other two (2) Directors shall serve for one (1) year. Thereafter, all Directors shall serve for two (2) years.

4. Directors shall be elected at each annual meeting of the members, as follows:

a. The Board of Directors shall be elected by written ballot or voting machine. Any election to fill a vacancy on the Board of Directors due to the expiration of a Director's term shall be by secret ballot. However, in the event the number of vacancies equals or exceeds the number of candidates, no election shall be required. Except to fill vacancies on the Board of Directors caused by recall, proxies shall in no event be used in electing the Board of Directors, either at general elections or at elections to fill vacancies caused by resignation. Not less than sixty (60) days before a scheduled election, the Secretary shall mail or deliver, whether by separate Association mailing or included in another Association mailing or delivery including regularly published newsletters, to each member of the Association entitled to vote, a first notice of the date of the election. Any member of the Association or other eligible

person desiring to be a candidate for the Board of Directors shall give written notice to the Secretary of the Association not less than forty (40) days before a scheduled election. Together with the written notice and agenda required pursuant to the provisions of Article VII, Subparagraph A3 of these By-Laws, the Association shall then mail or deliver a second notice of the election to all members of the Association entitled to vote therein, together with a ballot which shall list all candidates. Upon request of a candidate, the Association shall include an information sheet, no larger than 8 ½ inches by 11 inches furnished by the candidate (which information sheet must be furnished by the candidate (which information sheet must be furnished by the candidate to the Association not less than thirty five (35) days before the scheduled election), to be included with the mailing of the ballot, with the costs of mailing or delivery and copying to be borne by the Association. Elections shall be decided by a plurality of those ballots cast. There shall be no quorum requirement; however, at least twenty percent (20%) of the members must cast a ballot to have a valid election. No member of the Association shall permit any other to vote such member's ballot, and any such ballots improperly cast shall be deemed invalid. A member who needs assistance in casting the ballot for the reasons stated in Section 101.051, Florida Statutes, may obtain assistance in casting the ballot. Any member violating this provision may be fined by the Association in accordance with the provisions of Section 718.303, Florida Statutes. The regular election shall occur on the date of the annual meeting of the membership of the Association.

5. No person who has been convicted of any felony by any court of record in the United States and who has not had his or her right to vote restored pursuant to law in the jurisdiction of his or her residence shall be eligible to serve on the Board of Directors. The validity of an action by the Board of Directors shall not be affected if it is later determined that a member of the Board of Directors is ineligible to serve on the Board of Directors due to having been convicted of a felony.

(The balance of Article III remains unchanged)

2. The foregoing amendment to the Bylaws of Fairways at Grand Harbor Condominium Association, Inc. was adopted by the membership at a Members Meeting held on March 15, 2005.

3. The adoption of this amendment appears upon the minutes of said meeting and is unrevoked.

4. All provisions of the Bylaws of Fairways at Grand Harbor Condominium Association, Inc. are herein confirmed and shall remain in full force and effect, except as specifically amended herein.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name by its President, its Secretary and its corporate seal affixed this 10th day of APRIL, 2005.

WITNESSES:

FAIRWAYS AT GRAND HARBOR
CONDOMINIUM ASSOCIATION, INC.

Nancy McManus
Printed Name: NANCY McMANUS

By: W.W. Mixon, President

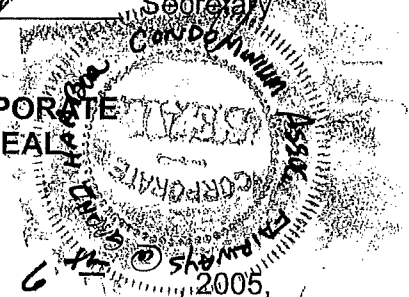
Terilyn Quinn
Printed Name: TERILYN QUINN

By: Casper Curzio
Secretary

Nancy McManus
Printed Name: NANCY McMANUS

Terilyn Quinn
Printed Name: TERILYN QUINN

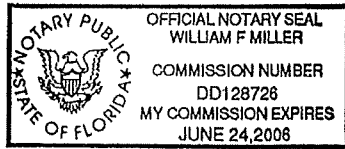
CORPORATE
SEALS



STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me on April 6th, 2005, by William Mixon, as President of Fairways at Grand Harbor Condominium Association, Inc. [] who is personally known to me, or [] who has produced identification [Type of Identification: _____].

Notarial Seal

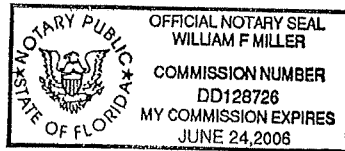


William F. Miller
Notary Public
Printed Name: William F. Miller
Commission Expires: 6/24/2006

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me on April 6th, 2005, by Casper Curzio, as Secretary of Fairways at Grand Harbor Condominium Association, Inc. [] who is personally known to me, or [] who has produced identification [Type of Identification: _____].

Notarial Seal



William F. Miller
Notary Public
Printed Name: William F. Miller
Commission Expires: 6/24/2006

Record and Return to:
ELIZABETH P. BONAN, ESQ.
Ross Earle & Bonan, P.A.
Post Office Box 2401
Stuart, Florida 34995