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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF

WELLINGTON DOWNS HOMEOWNERS ASSOCIATION, INC.

Pursuant to the provisions of Section 617.018 of the Florida Not For Profit Corporation Act, the undersigned Corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is WELLINGTON DOWNS HOMEOWNERS ASSOCIATION, INC.

2. The following amendments to the Articles of Incorporation were adopted by the unanimous written consent of the Board of Directors of the Corporation on July 12, 1990, there being no members of the Association, other than the Developer, admitted to the Corporation as of the date thereof, in the manner prescribed by the Florida Not For Profit Corporation Act.

Article IV, Paragraph 17, Powers, of the Articles of Incorporation is hereby amended to read as follows:

"17. To dedicate, sell, or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members, excluding the Developer, agreeing to such dedication, sale, or transfer."

Article IV of the Articles of Incorporation is hereby amended to add Paragraph C as follows:

"C. Annexation of additional properties, mergers, and consolidation, mortgaging of Common Areas, dissolution of the Corporation, and amendment to the Articles of Incorporation shall require prior approval of the U.S. Department of Housing and Urban Development/Veterans Administration until seventy-five percent (75%) of the lots or units are conveyed to owners other than the Developer."

Article VI, Paragraph D of the Articles of Incorporation is amended as follows:

"D. The first election of the Directors by members shall not be held until record fee title to seventy-five percent (75%) of the residential dwelling units or lots within the Corporation's jurisdiction has been conveyed by the Developer, DBG 95, INC., its successors or assigns, or unless it, in its sole discretion, shall consent thereto. Until such time as the Developer, DBG 95, INC., its successors or assigns, conveys of record seventy-five percent (75%) of the residential dwelling units or lots in the Corporation's jurisdiction, it shall have the right to appoint all members of the Board of

Directors. This right may be relinquished in whole or in part by the consent of DBG 95, INC., it's successors or assigns, in its discretion. Directors named in the Articles shall serve until the first election of Directors by the members, and any vacancies in their number occurring before the first election shall be filled by DBG 95, INC., it's successors or assigns. Prior to the first election of the Board of Directors by the members, Directors need not be members of the Corporation. Subsequent thereto, however, Directors must be members of this Corporation."

Article X, Bylaws of the Articles of Incorporation, is amended by deleting Paragraph (3) in its entirety.

Article XI, Amendments, Paragraphs C and D, of the Articles of Incorporation, are amended as follows:

"C. Proposed amendments may be passed at the meeting at which they are considered by approval of not less than two-thirds (2/3) of all of the members of the Corporation."

"D. Paragraph D is hereby deleted in its entirety."

Article XVI, Dissolution, is added to the Articles of Incorporation as follows:

"ARTICLE XVI

Dissolution

In the event of a dissolution or final liquidation of the Corporation, the assets, both real and personal, of the Corporation, or dedicated to the Corporation, shall be dedicated to an appropriate public agency or utility to be devoted to purposes of as nearly as practicable the same as those to which they were required to be devoted by the Corporation. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust, or other organization, to be devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the Corporation. Provided, however, that nothing herein contained shall be deemed to impose any obligation on any municipality, county, agency of local government, or public body to accept any dedication, conveyance, or transfer of any property, streets, roads, easements, or drainage structures dedicated to or owned by the Corporation, or to maintain such facilities."

DATED this 17 day of July, 1990.

WELLINGTON DOWNS HOMEOWNERS
ASSOCIATION, INC.

BY: Victor Ginsberg
VICTOR GINSBERG, M.D. President

BY: Dominick Scarfo
DOMINICK SCARFO, Secretary

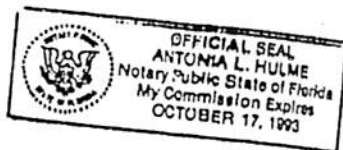
STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared VICTOR GINSBERG, M.D. and DOMINCK SCARFO, as President and Secretary, respectively, of WELLINGTON DOWNS HOMEOWNERS ASSOCIATION, INC., a Florida Corporation, and they acknowledged executing this instrument, freely and voluntarily, under authority duly vested in them by said Corporation and that the seal affixed thereto is the true corporate seal of said Corporation.

WITNESS my hand and official seal in the State and County last aforesaid, this 12th day of July, 1990.

Antonina L. Hulme
Notary Public

My Commission Expires:



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