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AMENDMENT TO ARTICLE I B OF THE DECLARATION
OF CONDOMINIUM FOR THE SHEFFIELD "P" CONDOMINIUM
APARTMENTS AT CENTURY VILLAGE

B. "Association" means an unincorporated incorporated Association whose name appears at the end of this Declaration of Condominium, being the entity responsible for the operation of the Condominium.

AMENDMENT TO ARTICLE IX OF THE DECLARATION
OF CONDOMINIUM FOR THE SHEFFIELD "P" CONDOMINIUM
APARTMENTS AT CENTURY VILLAGE

The operating entity of the Condominium shall be an unincorporated incorporated Association pursuant to F.S. 711.121 718.111 Et Seq., which shall be organized and fulfill its functions pursuant to the following provisions: . . .

AMENDMENT TO ARTICLE XIX OF THE DECLARATION
OF CONDOMINIUM FOR THE SHEFFIELD "P" CONDOMINIUM
APARTMENTS AT CENTURY VILLAGE

T. Notwithstanding anything contained in said Declaration of Condominium to the contrary, the Association shall be incorporated under the laws of the State of Florida.

AMENDMENT TO ARTICLE I OF THE BYLAWS
OF THE SHEFFIELD "P" CONDOMINIUM ASSOCIATION

The following By-Laws shall govern the operation of the Condominium created by the Declaration of Condominium to which these By-Laws are attached.

The Association whose name appears at the end of this instrument is an unincorporated incorporated Association, organized and existing pursuant to F.S. 711.121 718.111 Et Seq., for the purpose of administering the aforesaid Condominium. Notwithstanding anything contained in these By-Laws to the contrary, all reference to an "unincorporated" Association shall be deemed to acknowledge that the Association shall be incorporated under the laws of the State of Florida.

Section 1. The Office of the Association shall be at the Condominium property, or such other place as may be subsequently designated by the Board of Directors of the Association.

AMENDMENT INCORPORATING THE SHEFFIELD "P"
CONDOMINIUM ASSOCIATION, INC. IN ACCORDANCE
WITH THE ATTACHED ARTICLES OF INCORPORATION

The Articles of Incorporation of the Sheffield "P" Condominium Association, Inc. (a corporation not-for-profit)

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attached hereto as Exhibit 1 are hereby approved and shall be filed with the Secretary of State for the State of Florida.

WITNESSETH my signature hereto this 14 day of FEBRUARY, 1994, in West Palm Beach, Florida.

SHEFFIELD "P" CONDOMINIUM
ASSOCIATION, INC.

Donna K. Wist
Print name: DONNA K. WIST

[Signature]
Its President

Marie La Muzza
Print name: MARIE LA MUZZA

Freda Seibel
Its Secretary

CONSENTED TO BY LESSOR:

WPRF, INC., a Florida Corporation, as agent for the Lessor under the Long Term Lease, as said term is defined in the Declaration of Condominium

WPRF, INC., a Florida
Corporation

Donna K. Wist
Print name: DONNA K. WIST

[Signature]
MARK F. LEVY, Its President

Marie La Muzza
Print name: MARIE LA MUZZA

STATE OF Florida)
COUNTY OF Palm Beach) ss:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared LUCILE BOY-SENDRA and FREDA SEIBEL known to me to be the President and Secretary, respectively, of SHEFFIELD "P" CONDOMINIUM ASSOCIATION, INC., the corporation in whose name the foregoing instrument was executed, and that they severally acknowledged executing the same for such corporation, 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, that they are personally known to me or that I relied upon the following form of identification of the above-named persons: DL # B 253-520-20-681 AND 5140-255-12-690.0 and that an oath was taken.

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WITNESS my hand and official seal in the County and State last aforesaid this 14th day of February, 1994.

Donna K Wist
NOTARY PUBLIC

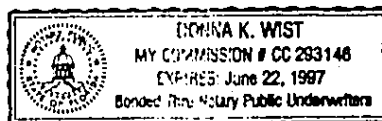
Donna K Wist
Printed Notary Signature
My Commission Expires:

(SEAL)

STATE OF Florida)

) SS:

COUNTY OF PALM BEACH)



I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared MARK F. LEVY, known to me to be the _____ President of WPRF, INC., a Florida corporation, the corporation in whose name the foregoing instrument was executed, and that he acknowledged executing the same for such corporation, freely and voluntarily, under authority duly vested in him by said corporation, and that the seal affixed thereto is the true corporate seal of said corporation, that they are personally known to me or that I relied upon the following form of identification of the above-named persons:

N/A and that an oath was taken.

WITNESS my hand and official seal in the County and State last aforesaid this 14th day of February, 1994.

Donna K Wist
NOTARY PUBLIC

Donna K Wist
Printed Notary Signature
My Commission Expires:

(SEAL)

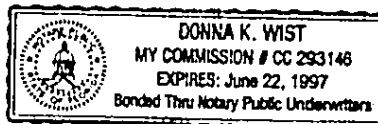


EXHIBIT 1

ARTICLES OF INCORPORATION
OF
THE SHEFFIELD "P" CONDOMINIUM ASSOCIATION, INC.

(A CORPORATION NOT FOR PROFIT)

In order to form a corporation under and in accordance with the provisions of the Laws of the State of Florida for the formation of corporations not for profit, we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set forth:

I.

The name of the corporation shall be as indicated in the title of this instrument. This corporation shall hereinafter be referred to as the "Association".

II.

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes, hereinafter referred to as the "Condominium Act", to operate that certain Condominium, known as the Sheffield "P" Condominium Apartments at Century Village (hereinafter referred to as the "Condominium"), at Century Village, West Palm Beach, Florida.

III.

The Association shall have the following powers:

1. The Association shall have all of the powers and privileges granted to corporations not for profit except where the same are in conflict with the Declaration of Condominium and Exhibits attached thereto.

2. The Association shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Association, except as limited herein, as specified in the Declaration of Condominium and F.S. 718.111 including, but not limited to:

(a) To make and establish Rules and Regulations governing the use of the Condominium Property.

(b) To levy and collect assessments against members of the Association to defray the expenses of the Condominium as

provided for in the Declaration of Condominium and Exhibits attached thereto.

(c) To maintain, improve, repair, reconstruct, replace, operate and manage the Condominium Property.

(d) To contract for the management of the Condominium.

(e) To enforce the provisions of said Declaration of Condominium and Exhibits attached thereto and the Rules and Regulations governing the use of said Condominium.

(f) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to, or imposed upon the Association.

(g) As provided in the Declaration of Condominium, to acquire and enter into agreements whereby the Association acquires leaseholds, membership and other possessory or use interests in lands or facilities, whether or not contiguous to the lands of the Condominium intended to provide for the enjoyment, recreation or other use or benefit of the members.

(h) To approve or disapprove of the transfer, mortgage, ownership, leasing and occupants of Condominium Units.

(i) The Association shall have the right, when determined by the Board of Directors to be in the best interests of the Association, to grant exclusive licenses, easements, permits, leases or privileges to any individual or entity, including non-Unit Owners, which affect the Common Elements or Limited Common Elements, and to alter, add to, relocate or improve the Common Elements and Limited Common Elements, provided, however, if any Limited Common Elements are affected, the consent of the Owner(s) of the Unit(s) to which such Limited Common Elements are appurtenant must be obtained by the Association.

The provisions of the Declaration of Condominium and Exhibits attached thereto which provide for the conduct of the affairs of the Association and create, divide, limit and regulate the powers of the Association, directors, and members shall be deemed provisions hereof.

IV.

The qualification of members, the manner of their admission, termination of such membership, and voting by members shall be as follows:

1. The owners of all Units in the Condominium shall be members of the Association. No other persons or entities shall be entitled to membership.

2. Subject to the provisions of the Declaration of Condominium and the By-Laws of this Association, membership shall be established by the acquisition of fee title to a Unit in the Condominium. The membership of any party shall be automatically terminated upon his being divested of title to all Units owned by such member in the Condominium. Membership is non-transferable except as an appurtenance to a Unit.

3. On all matters on which the membership shall be entitled to vote, there shall be one vote for each Unit in the Condominium. Such vote may be exercised or cast by the owner or owners of each Unit in such manner as is provided for in the Declaration or in the By-Laws adopted by the Association.

V.

The Association shall have perpetual existence.

VI.

The principal office of the Association shall be located at Sheffield "P", Unit 392, Century Village, West Palm Beach, Florida. The registered office of the Association shall be located at 3700 Georgia Ave., West Palm Beach, Florida, and the registered agent at such address shall be Seacrest Management. The affairs of the Association will be managed by a Board of Administration consisting of 4 persons.

VII.

The affairs of the Association will be managed by a Board of Administration consisting of no less than three (3) and no more than five (5) directors who shall be members of the Association.

Directors of the Association shall be elected at the annual meeting in the manner provided by the By-Laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws.

The Directors named in these Articles shall serve pursuant to the By-Laws and the Condominium Act and any vacancies in their number occurring shall be filled as the By-Laws provide.

The names and addresses of the members of the Board who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

PRESIDENT

LUCILE BOY-SENDRA

392 Sheffield -P-

Century Village

West Palm Beach, Fla. 33417-1546

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VICE-PRESIDENT

IRVING COHEN
388 Sheffield -P-
Century Village
West Palm Beach, Fla. 33417-1546

SECRETARY

FREDA SEIBEL
395 Sheffield-P-
Century Village
West Palm Beach, Fla. 33417-1546

TREASURER

FRANCIS HACKETT
390 Sheffield-P-
Century Village
West Palm Beach, Fla. 33417-1546

The Board of Directors shall have the power to adopt the budget of the Association and Condominium.

The Board shall be subject to recall as provided in F.S. 718.112 (to the extent legally valid).

VIII.

Subject to the provisions of the By-Laws, the officers of the Association shall be elected by the Board at their first meeting following the members annual meeting. Officers shall serve at the pleasure of the Board. The names of the initial officers who shall serve until their successors are elected are as follows:

President: Lucile BOY-SENDRA
Vice-President: Irving COHEN
Secretary: Freda SEIBEL
Treasurer: Francis HACKETT

IX.

The Incorporator to these Articles of Incorporation is Lucile BOY-SENDRA, whose address is 392 Sheffield -P-
West Palm Beach, Fla. 33417-1546

X.

The original By-Laws of the Association are attached as an exhibit to the Declaration. The By-Laws may be altered or rescinded by the Board and the voting interests in the Association subject to the provisions thereof.

RECORDER'S MEMO: Legibility
of Writing, Typing or Printing
unsatisfactory in this document
when received.

XI.

These Articles of Incorporation may be amended in the following manner:

1. Proposal. Amendments to these Articles may be proposed upon a vote of a majority of the entire Board adopting a resolution setting forth the proposed amendment to these Articles, directing that it be submitted to a vote at a meeting of members, or amendments may be proposed by the members of the Association upon a vote of a majority (51%) of the voting interests entitled to vote at a meeting for which notice of the proposed amendment has been given.

2. Call For Meeting. Upon the adoption of a resolution proposing any amendment or amendments to these Articles by said Board or members, such proposed amendment or amendments shall be transmitted to the President of the Association, or other officer of the Association in absence of the President, who shall thereupon call a special joint meeting of the Board and the membership. It shall be the duty of the Secretary to give each member written notice stating the place, day and hour of the meeting and setting forth the proposed amendment or a summary of the changes to be effected thereby and an identification of agenda items for which the meeting is called. Notice shall be delivered not less than twenty (20) or more than sixty (60) days before the date of the meeting, either, personally or by first class mail. Notice shall additionally be posted at a conspicuous location on the Condominium Property. If the notice is mailed with postage thereon prepaid, at least twenty (20) days before the date of meeting, it may be done by a class of United States mail other than first class. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as appears on the membership books.

3. Vote Necessary. In order for such amendment or amendments to become effective, the same must be approved, at a duly called meeting, by an affirmative vote of two-thirds of the Board and sixty-six percent (66%) of the voting interests entitled to vote thereon.

4. Filing. The Articles of Amendment containing said approved amendment or amendments shall be executed by the corporation by its President or Vice President and by its Secretary or Assistant Secretary and acknowledged by one of the officers signing such Articles. The Articles of Amendment shall set forth:

- (a) The name of the corporation.
- (b) The amendments so adopted.
- (c) The date of the adoption of the amendment by the members.

XI.

These Articles of Incorporation may be amended in the following manner:

1. Proposal. Amendments to these Articles may be proposed upon a vote of a majority of the entire Board adopting a resolution setting forth the proposed amendment to these Articles, directing that it be submitted to a vote at a meeting of members, or amendments may be proposed by the members of the Association upon a vote of a majority (51%) of the voting interests entitled to vote at a meeting for which notice of the proposed amendment has been given.

2. Call For Meeting. Upon the adoption of a resolution proposing any amendment or amendments to these Articles by said Board or members, such proposed amendment or amendments shall be transmitted to the President of the Association, or other officer of the Association in absence of the President, who shall thereupon call a special joint meeting of the Board and the membership. It shall be the duty of the Secretary to give each member written notice stating the place, day and hour of the meeting and setting forth the proposed amendment or a summary of the changes to be effected thereby and an identification of agenda items for which the meeting is called. Notice shall be delivered not less than twenty (20) or more than sixty (60) days before the date of the meeting, either, personally or by first class mail. Notice shall additionally be posted at a conspicuous location on the Condominium Property. If the notice is mailed with postage thereon prepaid, at least twenty (20) days before the date of meeting, it may be done by a class of United States mail other than first class. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as appears on the membership books.

3. Vote Necessary. In order for such amendment or amendments to become effective, the same must be approved, at a duly called meeting, by an affirmative vote of two-thirds of the Board and sixty-six percent (66%) of the voting interests entitled to vote thereon.

4. Filing. The Articles of Amendment containing said approved amendment or amendments shall be executed by the corporation by its President or Vice President and by its Secretary or Assistant Secretary and acknowledged by one of the officers signing such Articles. The Articles of Amendment shall set forth:

- (a) The name of the corporation.
- (b) The amendments so adopted.
- (c) The date of the adoption of the amendment by the members.

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Such Articles of Amendment shall be filed, along with the appropriate filing fees, within ten (10) days from said approval with the office of the Secretary of the State of Florida for approval.

XII.

The share of any member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to a Unit. The funds and assets of the Association shall belong solely to the Association and are subject to the limitation that the same be expended, held, or used for the benefit of the membership and for the purposes authorized in the Declaration of Condominium and Exhibits attached thereto.

XIII.

All the provisions of the Declaration and Exhibits attached thereto shall be deemed ratified and fully disclosed hereunder.

XIV.

The Association does and shall indemnify its officers and directors as provided in the By-Laws.

IN WITNESS WHEREOF, the subscriber has affixed its signature this 16th day of February, 1994.

Tracy Bess
Tracy Bess (print name)

L. BOY-SENDR
L. BOY-SENDR (print name), Incorporator

Archie Campbell
Archie Campbell (print name)

I hereby accept the designation as Registered Agent as set forth in these Articles of Incorporation.

William L. McCloskey
William L. McCloskey (print name)

STATE OF FLORIDA)
COUNTY OF Alachua SS:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to

Return to: (enclose self-addressed stamped envelope)

Name

Address:

ORB 8157 Pg 1170
RECORD VERIFIED DOROTHY H WILKEN
CLERK OF THE COURT - PB COUNTY, FL

Property Appraisers Parcel Identification (Folio) Number(s):

take acknowledgments, personally appeared Lucile Boy-Sendra
well known to me to be the person described in and who executed the
foregoing instrument as President of Sheffield P,
a Florida corporation, and he acknowledged before me that he
executed the same in the presence of two subscribing witnesses
freely and voluntarily under authority duly vested in him by said
corporation and that the seal affixed thereto is the true corporate
seal of said corporation, and he is known to me or did produce
FL. Driver License as identification as did take an oath.
#B253-520-20-681

WITNESS my hand and official seal in the County and State
last aforesaid this 16th day of February, 1994.

Mary A. Dabney CC07501x
Mary A. Dabney (print name)
Notary Public
State of Florida at Large

(NOTARIAL SEAL)

My commission expires: _____

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. FEB. 11, 1995
LOUISIANA PARISH 1001 1001