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AMENDMENT

Amendment to the Declaration of Condominium and By-Laws of
SOUTHAMPTON B CONDOMINIUM ASSOCIATION at Century Village, West Palm Beach,
Palm Beach County, Florida, as recorded in Official Record Book 2317,
Page 1472, Public Records of Palm Beach County, Florida.

1. Article I, Section B, of the Declaration of Condominium is
substantially re-worded as follows:

"B. Association means SOUTHAMPTON B CONDOMINIUM ASSOCIATION,
INC., a Florida Corporation Not For Profit, being the entity responsible for
the operation of the Condominium."

2. The Preamble to Article IX of the Declaration of Condominium
is substantially re-worded as follows:

"The operating entity of the Condominium shall be SOUTHAMPTON
CONDOMINIUM ASSOCIATION, INC., pursuant to Chapters 617 and 718, Florida
Statutes, which shall be organized and fulfill its functions pursuant to the
following provisions:"

3. Article IX, Section F, of the Declaration of Condominium is
hereby repealed. (This entire Section is deleted and repealed; see Article IX,
Section F for present text.)

4. Article I of the By-Laws is amended with substantial re-wording:

"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 shall be SOUTHAMPTON B CONDOMINIUM ASSOCIATION,
INC., which is organized and existing pursuant to Chapters 617 and 718, Florida
Statutes, for the purpose of administering the aforesaid Condominium."

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

5. Article IV, Section 1, of the By-Laws is amended with substantial
re-wording:

"Section 1. Number, Term and Qualifications. The affairs of
the Association shall be governed by a Board of Directors composed of ~~seven~~ ^{at least five} persons. All directors shall be members of the Association. The term of each
director's service shall extend for one (1) year after his election or until
his successor is duly elected and qualified or until he is removed in the manner
provided in Section 3 below."

I HEREBY CERTIFY that the foregoing Amendments do not effect the interests of the Lessor of the Long-Term Recreation Lease nor do said Amendments in any way constitute a waiver of any rights of the Association or its members to challenge said Long-Term Lease. I further certify that said Amendments were duly and properly presented to the unit owners of this Condominium at a duly called meeting of said unit owners wherein in excess of three-fourths of the total membership voted to approve said Amendments.

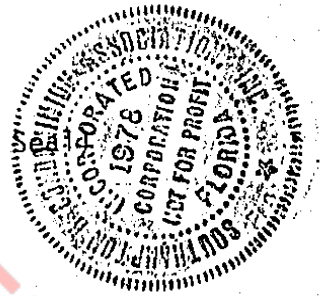
SOUTHAMPTON B CONDOMINIUM ASSOCIATION, INC.

By: Joseph Roth
Joseph Roth
President

Attest:

Pearl Kolbert
Pearl Kolbert
Secretary

(Corporate



STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, this day personally appeared Joseph Roth and Pearl Kolbert to be me known to be the President and Secretary, respectively, of the SOUTHAMPTON B CONDOMINIUM ASSOCIATION, INC., who being by me first duly cautioned and sworn upon oath have acknowledged before me that they executed this instrument as such President and Secretary, and that said instrument is the free act and deed of said corporation.

WITNESS my hand and official seal this 10th day of October, 1978.

Record Verified
Palm Beach County, Fla.
John B. Dunkle
Clerk Circuit Court

Princeton S. Smith
NOTARY PUBLIC - State of Florida
My commission expires: October 21, 1981
NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES OCT. 21, 1981
BONDED THRU GENERAL INS. UNDERWRITERS