

AMENDMENT
TO THE BY-LAWS OF ST. LUCIE GARDENS HOMEOWNERS ASSOCIATION, INC.

WHEREAS, the By-Laws of St. Lucie Gardens Homeowners Association, Inc. were adopted at the First Meeting of the Board of Directors of the Association on January 20, 1992; and,

WHEREAS, pursuant to Article VII, Section B of the By-Laws provide that prior to the first election of Directors, the directors appointed by the Developer may adopt amendments to the By-Laws; and,

WHEREAS, as of the date of the execution and recording of the amendments more fully set forth below, control of the Association has not yet been turned over to the lot owners and the first formal election of Directors has not taken place and

WHEREAS, all of the Developer appointed Board of Directors wish to amend certain provisions of the By-Laws;

NOW THEREFORE, the Directors of the Association, hereby declare that such By-Laws shall be amended as follows:

ARTICLE III
DIRECTORS

C. The terms of each Director's service shall be from the date of his or her election until the election of his or her successor or until he or she is removed in the manner provided elsewhere. Directors of the Association are to serve two (2) year terms, except that for the first election of Directors by the unit owners after turnover of control of the Association by the Developer, the three (3) candidates receiving the highest number of votes will serve for two (2) years, and remaining two (2) candidates elected will serve for one (1) year. The intent of this provision is to ensure staggered terms for Directors and consistency on the Board.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name and its corporate seal affixed on this 31 day of December, 1997.

WITNESSES:

[Signature]
Witness Signature
EDWINA T. DA SILVA
Printed Name of Witness

[Signature]
Witness Signature
Jasmine Mercado
Printed Name of Witness

[Signature]
Witness Signature
EDWINA T. DA SILVA
Printed Name of Witness

[Signature]
Witness Signature
Jasmine Mercado
Printed Name of Witness

[Signature]
Witness Signature
EDWINA T. DASILVA
Printed Name of Witness

[Signature]
Witness Signature
Jasmine Mercado
Printed Name of Witness

St. Lucie Gardens Homeowners
Association Inc

By: [Signature]
R. Jim Ladd, President


By: [Signature]
John M. Stickney, Secretary

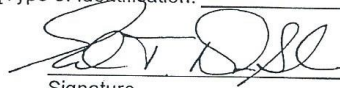
By: [Signature]
Robert M. Stickney, Vice President

CORPORATE SEAL
(emboss here):

State of Florida
County of Broward

The foregoing instrument was acknowledged before me December 31, 1997, by R. Jim Ladd, as president of St. Lucie Gardens Homeowners Association Inc., [] who is personally known to me or [] who has produced identification [Type of Identification: _____].

 EDWINA T. DA SILVA
COMMISSION # CC 42776a
EXPIRES DEC 20, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

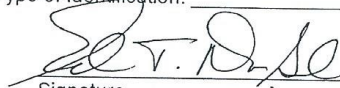

Signature
EDWINA T. DA SILVA

Printed Name/Notary Seal

State of Florida
County of Broward

The foregoing instrument was acknowledged before me December 31, 1997, by John M. Stickney, as secretary of St. Lucie Gardens Homeowners Association Inc., [] who is personally known to me or [] who has produced identification [Type of Identification: _____].


 EDWINA T. DA SILVA
COMMISSION # CC 42776a
EXPIRES DEC 20, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.

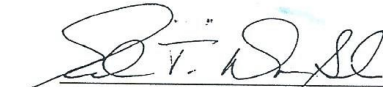

Signature
EDWINA T. DA SILVA

Printed Name/Notary Seal

State of Florida
County of Broward

The foregoing instrument was acknowledged before me December 31, 1997, by Robert M. Stickney, as vice president of St. Lucie Gardens Homeowners Association Inc., [] who is personally known to me or [] who has produced identification [Type of Identification: _____].

 EDWINA T. DA SILVA
COMMISSION # CC 42776a
EXPIRES DEC 20, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.


Signature
EDWINA T. DA SILVA

Printed Name/Notary Seal

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Record & Return to:
Wackeen, Cornett, Googe & Ross, P.A.
401 East Osceola Street
Stuart, FL 34994