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**ARTICLES OF AMENDMENT OF
SIX MILE CREEK SUBDIVISION HOMEOWNERS ASSOCIATION, INC.**

Document Number N35558

Pursuant to the provisions of F.S. 617.1006, Fla. Stat., the undersigned officer certifies that the following amendment was adopted by an affirmative vote of the members owning not less than two-thirds (2/3) of the voting interests on December 8, 2002, which was sufficient for approval, and further certifies that the undersigned corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation, which shall become effective upon the filing of the Articles of Amendment with the Secretary of State - State of Florida:

1. The Articles of Incorporation of Six Mile Creek Subdivision Homeowners Association, Inc. are hereby amended to read as follows:

**ARTICLES OF INCORPORATION OF SIX MILE CREEK SUBDIVISION HOMEOWNERS
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:

ARTICLE I – NAME

The name of the corporation shall be SIX MILE CREEK SUBDIVISION HOMEOWNERS ASSOCIATION, INC.

ARTICLE II – PURPOSE

The purposes and objectives of the corporation shall be to administer the operation and management of the SIX MILE CREEK SUBDIVISION, having been established by JEAN-YVES CLERC, not individually, but solely as Trustee under the unrecorded Trust Agreement know as Land Trust No. I-88120, hereinafter called Developer, upon the following described property, situate, lying and being in Brevard County, Florida, to wit: AS DESCRIBED IN THE RECORDED PLATS, AS THE CASE MAY BE. and to undertake the performance of the acts and duties incident to the administration of the operation and maintenance of the SIX MILE CREEK SUBDIVISION and in accordance with the terms, provisions, conditions and authorizations contained in these articles and which may be contained in the Declaration of Covenants, Conditions, Restrictions, Reservations, License and Easements for the Six Mile Creek Subdivision, hereafter referred to as the Declaration of Restrictions, which has been recorded in the Public Records of Brevard County, Florida, and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of the SIX MILE CREEK SUBDIVISION. The corporation shall be conducted as a non-profit organization for the benefit of its members.

ARTICLE III – POWER

The corporation shall have the following powers:

- A. All of the powers and privileges granted to corporations not for profit under the law pursuant to which this corporation is chartered, and all of the powers and

privileges which may be granted unto said corporation or exercised by it under any other applicable laws of the State of Florida.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the corporation, including, but not limited to:

1. Making and establishing reasonable rules and regulations governing the use of common areas in accordance with the terms as may be defined in the Declaration of Restrictions.

2. Levying and collecting assessments against members of the corporation to defray the common expenses of the maintenance and operation of the SIX MILE CREEK SUBDIVISION HOMEOWNERS ASSOCIATION, INC. as may be provided in the Declaration of Restrictions and in the By-Laws of this corporation which may be hereafter adopted, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, which may be necessary or convenient in the operation and maintenance of the common areas and in accomplishing the purposes set forth in the Declaration of Restrictions.

3. Maintaining, repairing, replacing, operating and managing the common areas of this subdivision and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvement of said property.

4. Enforcing the provisions of the Declaration of Restrictions and these Articles of Incorporation, the By-Laws of the corporation which may be hereafter adopted, and the rules and regulations governing the use of the common areas as the same may be hereafter established.

5. To now or hereafter acquire and enter into leases and agreements of every nature, whereby the corporation acquires leaseholds, memberships and other possessory or use interests in land or facilities, including recreational facilities, whether or not contiguous to lands of this subdivision, to provide enjoyment, recreation, or other use of benefit to the owners of the property within the subdivision, all as may be deemed to be in the best interests of the corporation.

6. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the corporation pursuant to the Declaration of Restrictions.

ARTICLE IV – MEMBERS

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

A. The owners of all lots in the subdivision shall be members of the corporation, and no other persons or entities shall be entitled to membership.

B. Membership shall be established by the acquisition of fee title to a lot in the subdivision or by acquisition of a fee ownership interest therein, whether by conveyance, devise, judicial decree or otherwise and the membership of a party shall be automatically terminated upon his being divested of all title to or his entire fee ownership interest in any subdivision lot except that nothing herein contained shall be construed as terminating the membership of any party who may own two (2) or more subdivision lots, so long as such party shall retain title to or a fee ownership interest in any lot.

C. The interest of member in the funds and assets of the corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his lot. The funds and assets of the corporation shall belong solely to the corporation, subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein in the Declaration of Restrictions and in the said By-Laws.

D. That Association shall have one class of voting membership:

1. The voting membership shall be all owners, and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any lot.

ARTICLE V – TERM

The corporation shall have perpetual existence. Upon dissolution of the corporation, other than incident to a merger or consolidation, the assets of the corporation shall be dedicated to an appropriate public agency to be used for the purposes similar to those for which this corporation was created. 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 such similar purposes.

ARTICLE VI – LOCATION

The principal office of the corporation shall be located at 250 East Drive, Suite E, Melbourne, Florida 32904, but the corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE VII – DIRECTORS

The affairs of the corporation shall be managed by the Board of Directors. The number of members of the first Board of Directors of the corporation shall be three (3). The number of members of succeeding boards of directors shall be three (3) except as changed from time to time by the By-Laws of the corporation. The members of the Board of Directors shall be elected as provided by the By-Laws of the corporation, which provide for election of directors at the annual meeting to be held on the second Tuesday of January each year. The first annual meeting shall be held on or before the 31st day of August, 1990. The Board of Directors shall be members of the corporation or shall be authorized representatives, officers or employees of the corporate member of this corporation.

Any vacancies in the Board of Directors occurring before the first election will be filled by the remaining directors.

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

JEAN-YVES CLERC	250 East Drive, Suite E Melbourne, Florida 32904
NATALIE CLERC	250 East Drive, Suite E Melbourne, Florida 32904
CHARLES BOUDREAUX	250 East Drive, Suite E Melbourne, Florida 32904

ARTICLE VIII – OFFICERS

The Board of Directors shall elect a President, Vice President and Secretary/Treasurer and as many additional Vice Presidents and Assistant Secretary/Treasurers as the Board shall determine. The President shall be elected from among the membership of the Board of Directors but no other officer needs to be a director. The same person may hold two (2) offices, the duties of which are not incompatible; provided, however, that the office of the President and Vice President shall not be held by the same person, nor shall the office of President and Secretary/Treasurer or Assistant Secretary/Treasurer be held by the same person.

The affairs of the corporation shall be administered by the officers designated in the By-Laws of this corporation. Said officers will be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and, with the approval of the Board of Directors, may employ a managing agent and/or such other managerial and supervisory personnel or entitles to administer or assist in the administration of the operation and management of the affairs of the corporation.

The names and addresses of the officers who will serve until their successors are designated are as follows:

JEAN-YVES CLERC President	250 East Drive, Suite E Melbourne, Florida 32904
NATALIE CLERC Vice President	250 East Drive, Suite E Melbourne, Florida 32904
CHARLES BOUDREAUX Secretary/Treasurer	250 East Drive, Suite E Melbourne, Florida 32904

ARTICLE IX – SUBSCRIBERS

The subscribers to these Articles of Incorporation are the three (3) persons herein named to act and serve as members of the first Board of Directors of the corporation, the names of which subscribers and their respective addresses are more particularly set forth in Article VII above.

ARTICLE X – BY-LAWS

The original By-Laws of the corporation shall be adopted by the Board of Directors and thereafter, such By-Laws may be altered or rescinded by the Board in such manner as said By-Laws may provide.

ARTICLE XI – INDEMNIFICATION

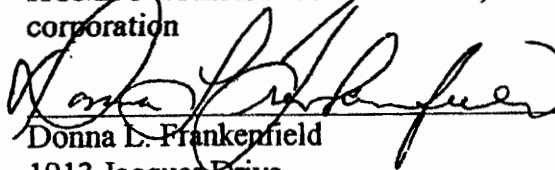
Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of the corporation, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of any claim for reimbursement of indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE XII – AMENDMENTS

Any amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the corporation acting upon a vote of the majority of the directors, or by the membership of the corporation owning a simple majority (186 votes) of the lots in the subdivision, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these articles being proposed by said Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the corporation or other office of the corporation in the absence of the President, who shall thereupon call a special meeting of the members of the corporation for a date not sooner than twenty (20) days before the date set for such meeting. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the corporation, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting, the amendment or amendments proposed must be approved by an affirmative vote of the members owning not less than simple majority of the lots in the subdivision in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these articles shall be effective. Thereupon, such amendment or amendments of these articles shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of State of Florida; and upon the registration of such amendment or amendments with said Secretary of State, a certified copy thereof shall be recorded in the Public Records of Brevard County, Florida, within ten (10) days from the date on which the same are so registered, at any meeting held to consider such amendment or amendments of these articles, the written vote of any member of the corporation shall be recognized, if such member is not in attendance at such meeting or represented thereat by proxy, provided such written vote is delivered to the Secretary of the corporation at or prior to such meeting.

The undersigned officers of the SIX MILE CREEK SUBDIVISION HOMEOWNERS ASSOCIATION, INC. ("the Association"), which is the Association responsible for the management and operation of the SIX MILE CREEK SUBDIVISION HOMEOWNERS ASSOCIATION, INC., hereby certify that the foregoing Restatement was duly approved by the members of the Association at a duly-noticed meeting thereof, which was held on December 8, 2002.

SIX MILE CREEK SUBDIVISION
HOMEOWNERS ASSOCIATION, INC., a Florida
corporation

 President
Donna L. Frankerfield
1913 Jacques Drive
Viera, Florida, 32940

Kevin Marr, Secretary
Kevin Marrs
Space Coast Property Management of Brevard, Inc.
1617 Cooling Avenue
Melbourne, FL 32935

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 8th day of December, 2002, by Donna L. Frankenfield, as President of Six Mile Creek Subdivision Homeowners Association, Inc., on behalf of the corporation who produced F652-172-60-556-0 as identification and did not take an oath.



John L. Soileau
MY COMMISSION # CC850426 EXPIRES
October 29, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

John L. Soileau
NOTARY PUBLIC, State of Florida at Large

My Commission Expires:

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 8th day of December, 2002, by Kevin Marrs, as Secretary of Six Mile Creek Subdivision Homeowners Association, Inc., on behalf of the corporation who produced M62050767184-0 as identification and did not take an oath.



John L. Soileau
MY COMMISSION # CC850426 EXPIRES
October 29, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

John L. Soileau
NOTARY PUBLIC, State of Florida at Large

My Commission Expires: