

This instrument prepared by:
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**CERTIFICATE OF AMENDMENT TO THE BY-LAWS OF
THE WATERFRONT ON THE OCEAN AT JUNO BEACH
CONDOMINIUM ASSOCIATION, INC.**

I HEREBY CERTIFY that the Amendment attached as Exhibit "1" to this Certificate was duly adopted as an Amendment to the By-Laws of The Waterfront on the Ocean at Juno Beach Condominium Association, Inc. The original Declaration is recorded in Official Records Book 8825, Page 1594, of the Public Records of Palm Beach County, Florida.

DATED this 27th day of December, 1998.

**THE WATERFRONT ON THE OCEAN AT
JUNO BEACH CONDOMINIUM
ASSOCIATION, INC.**

By: [Signature]
President

Attest: [Signature]
Secretary

(SEAL)

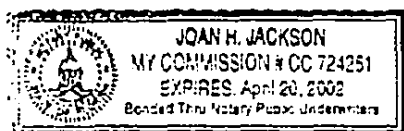
STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME personally appeared [Signature], the President and [Signature], Secretary of The Waterfront on the Ocean at Juno Beach Condominium Association, Inc., who produced _____ as identification or are personally known to me to be the individuals who executed the foregoing instrument and acknowledged to and before me that they executed such instrument as President and Secretary of The Waterfront on the Ocean at Juno Beach Condominium Association, Inc. with due and regular corporate authority, and that said instrument is the free act and deed of the Association.

WITNESS my hand and official seal this 27th day of December, 1998

[Signature]
Notary Public
State of Florida at Large
My Commission Expires:

(SEAL)



PROPOSED AMENDMENT TO THE BYLAWS OF THE WATERFRONT ON THE
OCEAN AT JUNO BEACH CONDOMINIUM ASSOCIATION, INC.

ITEM 2: Article II(1) of the aforesaid Bylaws shall be amended as follows:

Number and Term. The number of directors ("Directors") which shall constitute the Association's Board of Directors shall be ~~not less than three (3) nor more than nine (9)~~ five (5). Until succeeded by Directors elected at the first meeting of members of the Association ("Members"), Directors need not be Members of the Association, but, thereafter, all Directors except for those Directors elected by Developer, shall be Members of the Association. ~~Within the limits above specified, the number of Directors shall be elected to serve for a term of one (1) year or until his successor shall be elected and shall qualify. The Board shall have three (3) members. Commencing with the 1998 Annual Meeting and Election, five (5) Directors shall be elected. The three (3) Directors receiving the highest number of votes shall serve a term of two (2) years; the remaining Directors shall serve a term of one (1) year. At the conclusion of these terms, Directors shall be elected for two-year terms. Any tie shall be decided by the flip of a coin. Notwithstanding anything contained herein, if the Association approves the amendment which changes the Annual Meeting date to January or February of each year, the Directors elected at the 1998 Annual meeting and Election serving a two-year term shall serve until the Annual meeting and Election in the year 2001, and the Directors elected for a one-year term shall serve until the Annual Meeting and Election held in the year 2000.~~

100-10832-1565

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ITEM 3: Article V(2) (A) of the aforesaid Bylaws shall be amended as follows:

The Annual Meeting of Members shall be held ~~on the first Monday during the month of December~~ during the month of January or February of each year, as determined by the Board of Directors.

This is not a certified copy