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CERTIFICATE OF AMENDMENT
TO BY-LAWS
OF THE TOWERS OF KEY BISCAIYNE, INC.


The undersigned President and Secretary of THE TOWERS OF KEY BISCAIYNE, INC., a Florida corporation not for profit, hereby certify that the following amendment to the By-Laws to THE TOWERS OF KEY BISCAIYNE, INC., a condominium established according to its Declaration thereof, recorded in Official Records Book 7850 at Page 375 of the Public Records of Dade County, Florida, has been duly adopted by the Board of Directors of the Association on July 31, 1996, all in accordance with the provisions of Article 57 of the By-Laws of THE TOWERS OF KEY BISCAIYNE, INC.:

RESOLVED, that Article 4 of the By-Laws of THE TOWERS OF KEY BISCAIYNE, INC. be amended to read as follows:

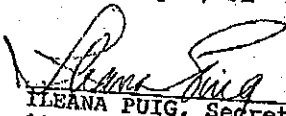
MEMBERS' MEETINGS

4. An annual meeting of members commencing with the year 1974 shall be held on the 15th day of March in each year if not a legal holiday, then on the next secular day following, on the second Thursday of March in each year at 8:00 o'clock P.M., at which the members shall elect, by a plurality vote, a board of directors, and transact such other business as may properly be brought before the meeting.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed the corporate seal of office this 8th day of August, 1996.



KEITH PARKER, President
1121 Crandon Boulevard
Key Biscayne, FL 33149



ILEANA PUIG, Secretary
1121 Crandon Boulevard
Key Biscayne, FL 33149

STATE OF FLORIDA)
 : ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared KEITH PARKER, President, and ILEANA PUIG, Secretary, of THE TOWERS OF KEY BISCAIYNE, INC., a Florida corporation not for profit, and known to me to be the persons who, as such officers,

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executed the foregoing Certificate and who acknowledged before me that they executed the same as such officers of said corporation, they produced their driver's licenses as identification, they did not take an oath and that the seal affixed to said Certificate is the true and genuine seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal of office this 8th day of August, 1996.

CARLA MATTHEW
Notary Public, State of Florida
My Comm. expires Dec 17, 1999
No. CC518641

Carla Matthew
Notary Public, State of Florida at Large

Carla Matthew
Printed name of Notary Public

My Commission Expires: Dec 17, 1999

RECORDED IN OFFICIAL RECORDS BOOK
OF DADE COUNTY, FLORIDA
RECORD VERIFIED
HARVEY RUVIN
CLERK CIRCUIT COURT