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CERTIFICATE OF AMENDMENT TO

BRENTWOOD HILLS HOMEOWNERS' ASSOCIATION, INC.

BY LAWS

The undersigned officers of Brentwood Hills Homeowners' Association, Inc., a not-for-profit corporation organized and existing under the laws of the State of Florida hereby certify that the Amendment to the By-Laws attached hereto and made a part hereof were approved by not less than a majority of the entire voting interests of the Board of Directors at a meeting of the Board of Directors of the Association held on MARCH 30, 2006 at 7:00 P.M. The number of votes cast in favor of the adoption was sufficient for approval under the terms of the original By Laws of the Association, and applicable law.

IN WITNESS WHEREOF, Brentwood Hills Homeowners' Association, Inc., has caused this Amendment to the By-Laws to be executed in its name on MARCH 30, 2006.

BRENTWOOD HILLS HOMEOWNERS'
ASSOCIATION, INC.

Attest: Gerri Clifton
Gerri Clifton, Secretary

By: Gary Clifton
Gary Clifton, President

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

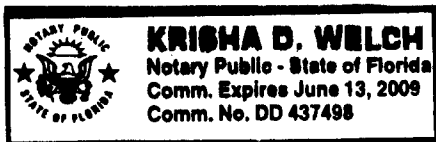
Sworn to or affirmed and signed before me on this 24th day of April, 2006, by Gary Clifton, President of Brentwood Hills Homeowners' Association, Inc., a Florida corporation not for profit, who is personally known to me, or who produced FLDL#C413-284-37-3030 identification.

Krishna D. Welch
Notary Public - State of Florida at Large

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH



Sworn to or affirmed and signed before me on this 24th day of April, 2006, by Gerri Clifton, Secretary of Brentwood Hills Homeowners' Association, Inc., a Florida corporation not for profit, who is personally known to me or who produced FLDL#C413-298-42-7110 identification.



Krishna D. Welch
Notary Public - State of Florida at Large

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AMENDMENT TO
BY-LAWS
OF
BRENTWOOD HILLS HOMEOWNERS' ASSOCIATION, INC.
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**ARTICLE V AND ARTICLE VI (2)(a) AND (b) HAVE BEEN
SUBSTANTIALLY AMENDED AND RESTATED AS FOLLOWS:**

V. ANNUAL AND SPECIAL MEETINGS OF MEMBERSHIP.

5. The order of business at annual Members' Meetings, and as far as practical, at all other Members' Meetings, shall be as follows:

- (a) Close the polls and start counting ballots pursuant to Chapter 718 of the Florida Statutes.
- (b) Calling of the roll and certifying of proxies.
- (c) Proof of Notice of meeting or waiver of notice.
- (d) Reading of the Minutes.
- (e) Reports of Officers.
- (f) Reports of the Committees.
- (g) Unfinished business.
- (h) New business.

VI. DIRECTORS.

2. Election of Directors shall be conducted in the following manner:

(a) Three (3) Class 1, two (2) Class 2 and two (2) Class 3 Directors will be elected at the First Annual Meeting of the Membership. The term of office of the Class 1 Directors elected at the First Annual Meeting of the Members shall expire at the Second Annual Meeting; the term of the Class 2 Directors elected at the First Annual Meeting of the Members shall expire at the Third Annual Meeting; and the term of the Class 3 Directors elected at the First Annual Meeting of

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the members shall expire at the Fourth Annual Meeting. Upon expiration of the terms of office of the Directors as classified above, their successors shall be elected for the term of three (3) years each, so that Directors of the Association shall be elected annually. In the event that a minimum number of votes required for a valid election is not attained, the current Board Members shall appoint a sufficient number of Directors to fill all vacancies on the Board of Directors.

(b) Election of Directors shall be conducted pursuant to the procedures outlined in Chapter 718 of the Florida Statutes for the election of Directors in Florida Condominiums.

The foregoing Amendment to the By-Laws was approved by the Board of Directors of Brentwood Hills Homeowners' Association, Inc., on March 30, 2006.

Attest: Gerri Clifton
Gerri Clifton, Secretary

BRENTWOOD HILLS HOMEOWNERS'
ASSOCIATION, INC.

By: Gary Clifton
Gary Clifton, President