

WOODS LANDING SECTION II
HOMEOWNERS ASSOCIATION, INC.

ARTICLES OF AMENDMENT

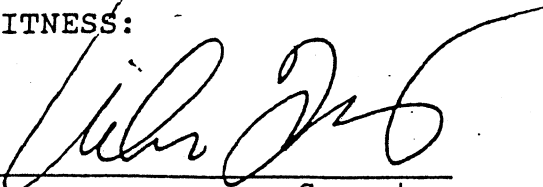
Woods Landing Section II Homeowners Association, Inc., a Maryland corporation, having its principal office in Anne Arundel County, Maryland, (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

1. The Charter of the Corporation is hereby amended by striking out the name of "WOODS LANDING SECTION II HOMEOWNERS ASSOCIATION, INC.," in the caption of the Articles and in paragraph SECOND of the Articles, and inserting in lieu thereof, the name "WATERS EDGE AT WOODS LANDING HOMEOWNERS ASSOCIATION, INC."

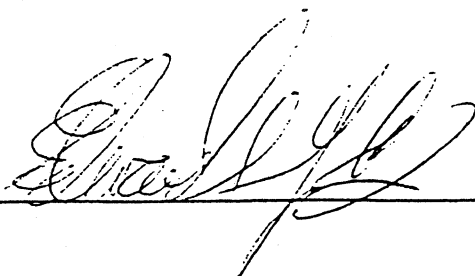
2. The Amendment to the Charter of the Corporation herein made consists only of a change in the name of the Corporation, and the said Amendment was approved by a vote of a majority of the entire Board of Directors at a meeting duly convened and held on June 2, 1998, and there are no shares of stock of the Corporation entitled to vote thereon either outstanding or subscribed for.

IN WITNESS WHEREOF, Woods Landing Section II Homeowners Association, Inc. has caused these presents to be signed in its name, and on its behalf by its President and attested to by its Secretary on June 2, 1998.

WITNESS:



, Secretary



, President (SEAL)

STATE OF MARYLAND, COUNTY OF ANNE ARUNDEL, TO WIT:

I HEREBY CERTIFY that on this 9th day of June 1998, before me, the subscriber, a notary public in and for the jurisdiction aforesaid, personally appeared Edward A. F. Tchn, President of Woods Landing Section II Homeowners Association, Inc., a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared Edwards and made oath in due form of law that he was Secretary of the meeting of the Board of Directors of said corporation at which the Amendment of the Charter of the Corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

WITNESS my hand and notarial seal the day first above written.



Notary Public

My Commission Expires:

TERESA L. CREAMER
Notary Public, State of Maryland
My Commission Expires November 22, 1999

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AMENDED

DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS

WOODS LANDING SECTION TWO

THIS AMENDED DECLARATION made this ____ day of June 1998, by
WOODS LANDING NO. 2 JOINT VENTURE, a Maryland general partnership,
hereinafter referred to as "Declarant."

WITNESSETH:

WHEREAS, Declarant has filed a Declaration of Covenants,
Conditions and Restrictions, Woods Landing Section Two, among the
Land Records of Anne Arundel County in Liber 7450, folio 264; and
amended in Liber 7938, folio 129.

WHEREAS, pursuant to a decree of the Circuit Court for Anne
Arundel County, Declarant has agreed to change the name of the
recorded subdivision and homeowners association.

NOW, THEREFORE, in and for consideration of the foregoing
recitals, each of which is incorporated into and made a part of
this Amended Declaration, the Declarant hereby amends the aforesaid
Declaration by substituting the words "WATERS EDGE AT WOODS
LANDING" for the words "WOODS LANDING SECTION TWO," and the words
"Waters Edge at Woods Landing" for "Woods Landing Section Two"
wherever same appears in the aforesaid Declaration.

IN WITNESS WHEREOF, the undersigned, being the Declarant
herein, have hereunto set their hand and seal this ____ day of June
1998.

ATTEST:

John Alan Popielek

DECLARANT

WOODS LANDING NO. 2 JOINT VENTURE

By: _____

(SEAL)

Philip E. Ratcliffe
General Partner

Kristin M. Dezyn

By: [Signature] (SEAL)
Edward St. John
General Partner

STATE OF MARYLAND, COUNTY OF ~~ANNE ARUNDEL~~ ^{Queen Anne's}, TO WIT:

I HEREBY CERTIFY that on this 26 day of June 1998, before me, a Notary Public in and for the jurisdiction aforesaid, personally PHILIP E. RATCLIFFE, who acknowledged himself to be a General Partner of Woods Landing No. 2 Joint Venture, authorized to sign this Amended Declaration of Covenants, Conditions and Restrictions, and that he signed such document for the purposes therein contained, and such execution is the lawful act of said partnership.

[Signature]
Notary Public

My Commission Expires: 2/6/02

STATE OF MARYLAND, COUNTY OF ~~ANNE ARUNDEL~~ ^{Calvert}, TO WIT:

I HEREBY CERTIFY that on this 9th day of June 1998, before me, a Notary Public in and for the jurisdiction aforesaid, personally EDWARD ST. JOHN, who acknowledged himself to be a General Partner of Woods Landing No. 2 Joint Venture, authorized to sign this Amended Declaration of Covenants, Conditions and Restrictions, and that he signed such document for the purposes therein contained, and such execution is the lawful act of said partnership.

[Signature]
Notary Public

My Commission Expires:

TERESA L CREAMER
Notary Public, State of Maryland
My Commission Expires November 22, 1998

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