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PLEASE REPLY TO:

Lake Wales
February 11, 1998

FILED
FEB 16 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporate Records Bureau
Division of Corporations
DEPARTMENT OF STATE
P. O. Box 6327
Tallahassee, Florida 32314

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-02/16/98--01072--014
*****87.50 *****87.50

Re: C. M. PAYNE & SON, Inc.

Gentlemen:

Enclosed please find for filing two executed originals of the Certificate of Amendment to Articles of Incorporation of C. M. Payne & Son, Inc.

This firm's check is enclosed in the amount of \$87.50 for the filing fee and one certified copy of the Certificate of Amendment to Articles of Incorporation.

Trusting you find the enclosed to be in order, I remain

Sincerely yours,

ANEAH
[Signature]
C. B. Myers
2/19

CBM/hls:Enclosures as Stated

FILED
FEB 16 PM 1:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
C. M. PAYNE & SON, INC.**

The Articles of Incorporation of **C. M. PAYNE & SON, INC.**, as approved and filed on August 21, 1967, in the Office of the Secretary of State of the State of Florida, and amended on February 27, 1980, and again on June 12, 1989, are hereby amended in the following particulars, effective February 1, 1998:

Article III. shall be amended to read as follows:

ARTICLE III

AUTHORIZED SHARES

The corporation shall have only common stock, which shall consist of TWENTY-ONE THOUSAND (21,000) authorized shares of VOTING COMMON STOCK, and ONE HUNDRED EIGHTY-NINE THOUSAND (189,000) authorized shares of NONVOTING COMMON STOCK. The nonvoting common stock and the voting common stock shall have identical rights and privileges, EXCEPT that the nonvoting stock shall have no voting rights. Said stock shall be issued as "small business

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corporation" stock in accordance with the plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954, as amended.

CERTIFICATE

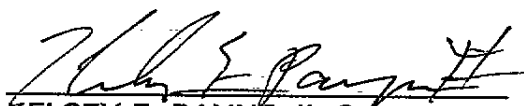
We, the undersigned, being the President and the Secretary of C. M. PAYNE & SON, INC., do hereby certify that at a joint meeting of the Shareholders and Directors duly called and held at the office of C. B. Myers, attorney for the corporation, at 130 East Central Avenue, Lake Wales, Florida, on February 4, 1998, the above Amendment to said Certificate of Incorporation was approved unanimously by the Shareholders and Board of Directors of said Corporation.

IN WITNESS WHEREOF, the President and Secretary have hereto set their hands and the seal of the Corporation this 4th day of February, 1998.

C. M. PAYNE & SON, INC.

By 
JOHN K. PAYNE, President
(Corporate Seal)

Attest:

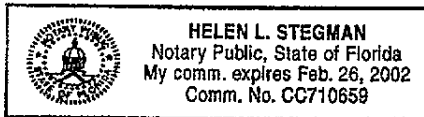

KELSEY F. PAYNE, II, Secretary

STATE OF FLORIDA

COUNTY OF POLK

BEFORE ME, the undersigned Notary Public, personally appeared JOHN K. PAYNE and KELSEY F. PAYNE, II, as President and Secretary of C. M. PAYNE & SON, INC., a Florida corporation, who are personally known to me, and they acknowledged that they executed the above and foregoing Certificate of Amendment as such officers for and on behalf of said Corporation, after having been duly authorized to do so, and that said act is the act of the Corporation.

WITNESS my signature and official seal at Lake Wales, Polk County, Florida, this 4th day of February, 1998.



Helen L. Stegman

Notary Public
Type name: HELEN L. STEGMAN
Commission Number: CC710659
Commission Expires: 2/26/2002