

**ARTICLES OF AMENDMENT
OF
LITTLE GASPARILLA UTILITY, INC.**

FILED
98 JAN -2 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following provisions of the Articles of Incorporation of LITTLE GASPARILLA UTILITY, INC., a Florida Not-for-Profit Corporation, filed in Tallahassee, Florida on January 11, 1996, be and hereby are amended in the following particulars:

Article XVI is created hereby and is to read as follows:

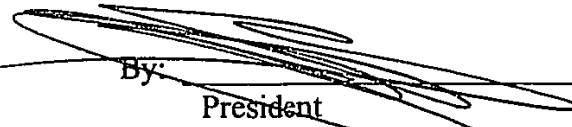
**ARTICLE XVI
AD VALOREM TAXATION EXEMPTION**

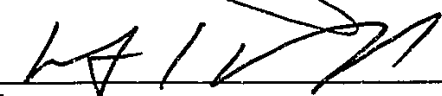
The Corporation shall be organized and operated in a manner so that the Corporation qualifies for the ad valorem taxation exemption described in Section 196.2001, Florida Statutes, as that section shall be amended from time to time and to the extent that Section 196.2001 shall require, the ownership of the Corporation and, or the utility assets of the Corporation shall be transferred to the county in which the company conducts its business upon retirement of all outstanding indebtedness of the Company.

The foregoing amendments were approved in a manner provided in Chapter 617, Florida Statutes, on the 21st day of December, 1996 and there are no members entitled to vote as stated in Article IX of the Articles of Incorporation.

IN WITNESS WHEREOF the undersigned President and
Secretary of this corporation have executed the Articles of Amendment this
27th day of December, 1996.

LITTLE GASPARILLA UTILITY, INC.

By: 
President

By: 
Secretary

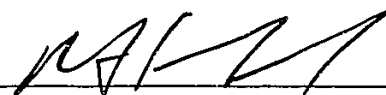
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 617.0501, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

That Little Gasparilla Utility, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Little Gasparilla Island, Charlotte County, Florida, has named as its agent ROBERT L. UNDERWOOD, located at 537 East Park Avenue, Tallahassee, Florida 32301, to accept service of process within Florida.

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

DATED this 27th day of December, 1996.




Robert L. Underwood, III
Registered Agent

This Instrument Prepared by:
Robert L. Underwood, III
Carl A. Bertoch, P.A.
537 East Park Avenue
Tallahassee, Florida 32301

STATE OF FLORIDA)
):ss
COUNTY OF CHARLOTTE)

The foregoing instrument was acknowledged before me this 27 day of Dec.,
1996, by Jack Boyer, Pres, Robert L. Underwood⁵⁴⁵⁷ and Robert L.
Underwood, (Registered Agent), Little Gasparilla Utility, Inc., who are personally known
to me and executed the foregoing instrument on behalf of the corporation.

 ERA LUCILLE FOUNTAIN
COMMISSION # CC 529457
EXPIRES MAR 08, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

Era Lucille Fountain
Signature

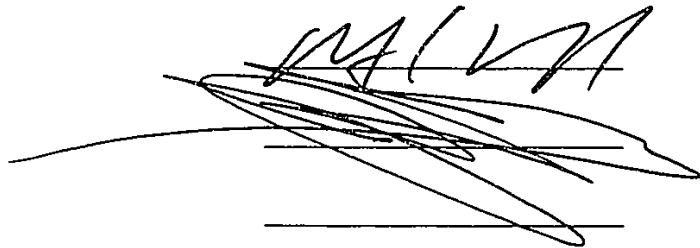
Era Lucille Fountain
Type or Print Name

(NOTARY SEAL)
Commission Expires:

NOTARY PUBLIC, STATE OF Florida
Commission Number CC 529457

WAIVER OF NOTICE OF SPECIAL MEETING
OF DIRECTORS OF
LITTLE GASPARILLA UTILITY, INC.

The undersigned, being the Directors of Little Gasparilla Utility, Inc. A Not-For-Profit corporation organized under the laws of the State of Florida, do hereby waive all the statutory requirements as to notice of the time, place and purpose of the special meeting of the Directors of said corporation for the purpose of considering an amendment to the Articles of Incorporation and the publication thereof and consent that the meeting shall be held at the offices of the corporation on the 21st day of December, 1996 at 12:00 noon of that day, and consent to the transaction of any and all business that may properly come before said meeting.

A handwritten signature in black ink, appearing to be "M. A. V. A.", is written over a horizontal line. Below the signature, there are several additional horizontal lines, some of which are crossed out or scribbled over, suggesting a signature block or a set of lines for a name.

**MINUTES OF SPECIAL MEETING OF
BOARD OF DIRECTORS
OF
LITTLE GASPARILLA UTILITY, INC.**

The special meeting of the directors of the above captioned corporation was held on the date, time and at the place set forth in the written waiver of notice signed by all the Directors, fixing such time and place, and prefixed to the minutes of this meeting.

The meeting was called to order by the President who stated that a quorum of Directors was present for the conduct of the business before the meeting. The Secretary thereupon presented and read the Waiver of Notice to the Meeting duly signed by the Directors, which was ordered to be made a part of the minutes of this meeting.

The President then stated that the Board of Directors had the power to amend the Articles of Incorporation pursuant to the power vested them in the Articles of Incorporation. A copy of the plan was submitted to be made a part of the minutes.

Upon motion duly made, seconded and carried by the required majority, it was

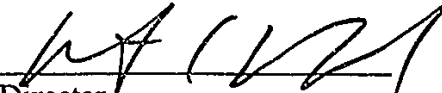
RESOLVED, that the corporation adopt the Amendment to the Articles of Incorporation presented to this meeting.

RESOLVED, that the President and Secretary be and they hereby are authorized and directed to execute Articles of Amendment, a copy of which document is attached to and made part of these minutes, and to have said document filed in the offices of the Secretary of State in Tallahassee, Florida.

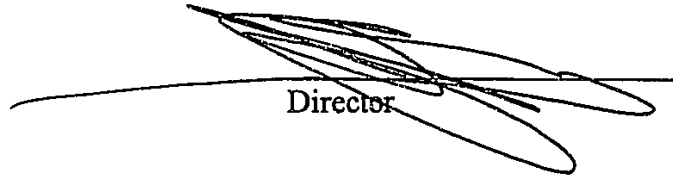
RESOLVED, that the President and Secretary be and they hereby are authorized and directed to pay any and all legal and other fees and costs and to take

all action and execute any further documents that may be necessary to effectuate and implement the amendment.

There being no further business, it was on motion duly made, seconded and carried, adjourned.



Director

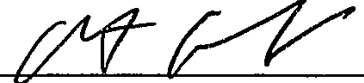


Director

Director

Certification by Corporate Secretary

I hereby certify that the foregoing is the resolution passed by the Directors on the date shown, and I further certify that said resolution is still in full force and effect and has not been revoked.



DATED: 12/27/96