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February 16, 1998

EMAIL
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Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: Thirty-Ninth Avenue, Inc.

900002433639--9
-02/18/98--01010--002
*****35.00 *****35.00

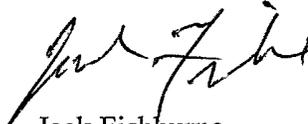
Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Amendment of Thirty-Ninth Avenue, Inc.

Please file the original of the Articles of Amendment, and acknowledge such filing by returning the copy to me stamped "filed." Enclosed is a check in the amount of \$35.00 to cover the costs of filing.

If you have any questions or require any additional information, please call.

Very truly yours,


Jack Fishburne

FILED
98 FEB 18 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JIF/slw
Enclosures

Amend

TLL FEB 18 1998

ARTICLES OF AMENDMENT
THIRTY-NINTH AVENUE, INC.

FILED
98 FEB 18 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Amendment are filed pursuant to Florida Statute Section 607.1006, to reflect an amendment to the Articles of Incorporation of Thirty-Ninth Avenue, Inc. and in connection therewith, the undersigned officers, acting upon authority of the Board of Directors of Thirty-Ninth Avenue, Inc., and upon authority of all of the shareholders of this Corporation, hereby set forth as follows:

1. The name of this Corporation is Thirty-Ninth Avenue, Inc.
2. The Articles of Incorporation of Thirty-Ninth Avenue, Inc. have been amended

by deleting Article V in its entirety and by substituting in lieu thereof the following Article V:

"ARTICLE V

Capital Stock

- (a) Authorized Capital. The number of shares of capital stock authorized to be issued by this Corporation shall be one thousand (1,000) shares designated as voting common capital stock having \$.01 par value and ninety-nine thousand (99,000) shares designated as non-voting common capital stock having \$.01 par value.
- (b) Relative Rights and Performances. The relative rights, privileges and limitations of the voting common stock and the non-voting common stock shall be in all respects identical, share for share, except that the voting common stock shall entitle the holder thereof to one vote for each share of voting common stock on all matters requiring the vote or approval of the stockholders of the Corporation and the holders of the non-voting common stock shall not have any right or power to vote except as provided under Florida Statute 607.1004(4), or a statute of similar import as may be enacted in the future.
- (c) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit."

3. In accordance with Florida Statute Section 607.1003, the referred to amendment was adopted by the Board of Directors on January 22nd, 1998, and written consent to the said

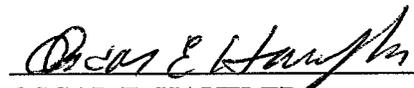
Amendment was given on January 22nd, 1998, by all the shareholders comprising the only voting group in accordance with Florida Statute Section 607.0704. The number of votes cast for the Amendment by the stockholders is sufficient for approval of the Amendment by all voting groups of the Corporation.

4. Upon the filing of these Articles of Amendment by the Department of State, the above referred to amendment shall become effective and the Articles of Incorporation of Thirty-Ninth Avenue, Inc., shall be deemed to be amended accordingly.

DATED this 22nd day of January, 1998.



EUGENE B. HAUFLEER
President



OSCAR E. HAUFLEER
Secretary