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BASIC AMENDMENT  
SOUTHERN FACILITIES DEVELOPMENT, INC.

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Amendment

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
SOUTHERN FACILITIES DEVELOPMENT, INC.

Pursuant to the provisions of Section 607.1006, Florida Business Corporation Law, SOUTHERN FACILITIES DEVELOPMENT, INC., a Florida corporation (the "Corporation"), hereby amends its Articles of Incorporation as follows:

Article X of the Corporation's Articles of Incorporation is amended to read as follows:

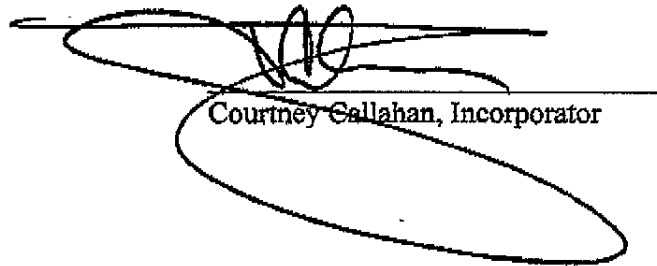
Article X  
Indemnification

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Law, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (other than in an action, suit or proceeding brought by this corporation upon authorization of the Board of Directors) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in this Section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as

otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

This Amendment was approved by the Incorporator of the Corporation and adopted on September 22, 1999. Shareholder approval was not required, therefore, Incorporator approval is sufficient for these Articles of Amendment.

Dated: September 22, 1999



Courtney Callahan, Incorporator

Courtney Callahan, Esq.  
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