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KELVIN CLYDE WELLS

October 27, 1999

*BOARD CERTIFIED CRIMINAL TRIAL LAWYER

**ALSO ADMITTED IN ALABAMA AND WYOMING

Secretary of State
Division of Corporations
The Capitol
Tallahassee, FL 32399-1050

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-11/01/99--01011--012

*****35.00 *****35.00

Re: Articles of Incorporation

Dear Clerk:

file
10-29-99

You will please find enclosed an original and one copy of Articles of Incorporation for SCEC, Inc., along with our firm's check in the amount of \$78.75 for the filing. Also enclosed you will please find enclosed an original and one copy of Articles of Amendment for Southern Cross Equestrian Centre, Inc., along with our firm's check in the amount of \$35.00 for the filing.

Please conform the enclosed copies and return them to us as soon as the filing has occurred. Please feel free to contact our office should you have any questions.

Yours very truly,

Pam Echternacht

Pamela R. Echternacht
Secretary for Walter J. Smith

FILED
99 OCT 29 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NIC
Amend

S. PAYNE NOV 1 - 1999

FILED

99 OCT 29 PM 2:52

ARTICLES OF AMENDMENT

TO

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the corporation is SOUTHERN CROSS EQUESTRIAN CENTRE, INC.

SECOND: Article I of the Articles of Incorporation of SOUTHERN CROSS EQUESTRIAN CENTRE, INC., is hereby amended to read as follows:

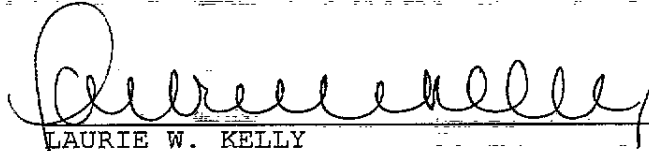
ARTICLE I

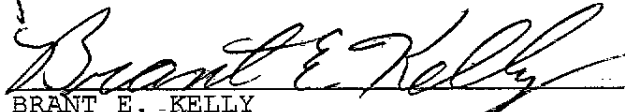
NAME

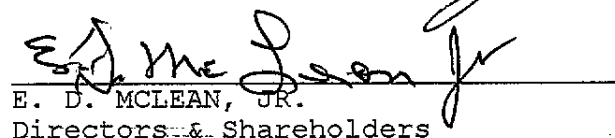
The name of this corporation is SOUTHERN CROSS PLANTATION, INC., and the address of its principal office is: 4058 Indian Bayou North, Destin, FL 32541.

THIRD: The above amendment is hereby adopted by all of the directors and all of the shareholders of SOUTHERN CROSS EQUESTRIAN CENTRE, INC.

Dated this 25 day of October, 1999.


LAURIE W. KELLY


BRANT E. KELLY


E. D. MCLEAN, JR.
Directors & Shareholders

Dated this 25 day of October, 1999.

SOUTHERN CROSS EQUESTRIAN CENTRE, INC.

By: Brian L. Kelly
It's President

Attest: [Signature]
It's Secretary