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503080
October 7, 1997
VIA CERTIFIED MAIL

Division of Corporations
Amendments Section
Secretary of State
409 E. Gaines Street
Tallahassee, FL 32399

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-10/10/97--01108--002
*****87.50 *****87.50

Re: Winter Park Land Company Realty, Inc.

Dear Sir/Madam:

Enclosed please find Articles of Amendment to Articles of Incorporation of Winter Park Land Company Realty, Inc. (the "Corporation") in which the Corporation is amending its name to "The Winter Park Land Company". Please note that also enclosed is a check for the required fees and an Affidavit from The Winter Park Land Company relinquishing its right to the name and stating that it will not file for reinstatement.

Please file these documents with your office as soon as possible and return a certified copy of such filing to my attention via the self-addressed stamped envelope enclosed for your convenience.

Should you have any questions, please do not hesitate to call me.

Sincerely,

M. Deborah Fricke

M. Deborah Fricke
Corporate Legal Assistant

:mdf
enclosures

N.C.
10-15-97
CC

RECEIVED
OCT 10 1997
FRI OCT 10 1997

AFFIDAVIT

STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME, the undersigned Notary Public, personally appeared Harold A. Ward, III as President of The Winter Park Land Company ("Affiant") who, being first duly sworn, says on oath as follows:

1. That Affiant is a Florida corporation which has been administratively dissolved with the Florida Secretary of State as of September 26, 1997; and
2. That Affiant will not file for reinstatement with the Florida Secretary of State; and
3. That Affiant hereby relinquishes its rights to the corporate name and grants permission to the Winter Park Land Company Realty, Inc., a Florida corporation, to file Articles of Amendment amending its name to "The Winter Park Land Company".

FURTHER AFFIANT SAYETH NAUGHT

THE WINTER PARK LAND COMPANY,
a Florida corporation

By: Harold A. Ward, III
Harold A. Ward, III,
President

"Affiant"

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 1st day of October, 1997 by Harold A. Ward, III, as President of The Winter Park Land Company, a Florida corporation, on behalf of the corporation. He is personally known to me ~~or has produced~~ as identification and [did/did not] take an oath.

Janet Y. Lantigua
NOTARY SIGNATURE

Janet Y. Lantigua
NOTARY NAME PRINTED

Notary Public, State of Florida

My Commission Janet Y. Lantigua
MY COMMISSION # CG 503689
EXPIRES: November 26, 1999
Bonded Thru Notary Public Underwriters

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
WINTER PARK LAND COMPANY REALTY, INC.**

WHEREAS, the name of the Corporation is Winter Park Land Company Realty, Inc.; and

WHEREAS, the Corporation was incorporated pursuant to the provisions of the Florida General Corporation Act, on May 12, 1976; and

WHEREAS, the undersigned Corporation, by and through its Directors and pursuant to the provisions of Section 607.1001 of the Florida Statutes, wish to amend the aforesaid Articles of Incorporation; and

WHEREAS, the Board of Directors and Shareholders at a meeting held as of October 1, 1997, unanimously agreed to amend the aforesaid Articles of Incorporation in the manner hereinafter set forth;

NOW, THEREFORE, the undersigned hereby amends the Articles as follows:

1. Article I - Name of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

"ARTICLE I - Name

The name of this Corporation shall be:

THE WINTER PARK LAND COMPANY"

2. Except as modified herein, the Articles of Incorporation of said Corporation shall be and remain in full force and effect.

IN WITNESS WHEREOF, these Articles of Amendment have been executed as of the 1st day of October, 1997.

WINTER PARK LAND COMPANY
REALTY, INC., a Florida corporation

By: Harold A. Ward, III
Harold A. Ward, III,
President

WINTER PARK LAND COMPANY REALTY, INC.

BOARD OF DIRECTORS AND SHAREHOLDERS ACTION BY CONSENT

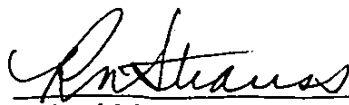
THE UNDERSIGNED, being all of the members of the Board of Directors and the Shareholders of Winter Park Land Company Realty, Inc., a Florida corporation (the "Corporation"), hereby consent to the following action by the Board of Directors and Shareholders of the Corporation and instruct the Secretary of the Corporation to enter this certificate into the minutes of the proceedings of the Corporation:

1. The Articles of Incorporation of the Corporation are hereby amended in the form attached to this Action by Consent, and the Secretary is instructed to submit the Articles of Amendment to Articles of Incorporation of the Corporation to the Secretary of State, State of Florida, for filing. The Articles of Amendment to Articles of Incorporation shall become effective on the date of filing with the Secretary of State, State of Florida.

2. All lawful acts on behalf of the Corporation taken by the Officers and Directors to date are hereby ratified and confirmed.

EXECUTION of this certificate by the undersigned, being all of the members of the Board of Directors and the Shareholders, pursuant to Sections 607.0821 and 607.0704 of the Florida Statutes, waives any requirement of a formal meeting to conduct the business referred to herein.

DATED as of the 1st day of October, 1997.


Richard M. Strauss, Director


Harold A. Ward, III, Director