

G73095



**THE UNITED STATES
CORPORATION**
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 845381 41001A

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 35.00

ORDER DATE : June 5, 1998

ORDER TIME : 10:47 AM

ORDER NO. : 845381-005

CUSTOMER NO: 41001A

CUSTOMER: Mr. Larry Paine
St. Joe Industries, Inc.
Suite 400, Dupont Center
1650 Prudential Drive
Jacksonville, FL 32207

FILED
98 JUN -5 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

500002548855-7

DOMESTIC AMENDMENT FILING

NAME: FLORIDA EAST COAST INDUSTRIES,
INC.

EFFECTIVE DATE:

RECEIVED
98 JUN -5 AM 11:20
DIVISION OF CORPORATION

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

6/5
Jon Amend

*Filed w/o
effective date
per S.P.*

ARTICLES OF AMENDMENT
OF
FLORIDA EAST COAST INDUSTRIES, INC.

FILED
98 JUN -5 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006, Florida Statutes, the Articles of Incorporation of the above-named corporation are hereby amended as follows:

1. Article IV is hereby amended to read as follows:

Article IV Capital Stock. This corporation is authorized to issue 50 million shares having no par value per share, all of which shall be common voting stock of the same class. All shares of common stock issued shall be fully paid and non-assessable. The corporation shall have the right to issue fractional shares.

2. In accordance with the above amendment 9,271,361 million shares of common stock, no par value will be divided into 37,085,444 million shares of common stock, no par value.

3. The foregoing amendment was adopted by the corporation's shareholders on May 20, 1998. The number of votes cast for the amendment was sufficient for approval.

4. The division of shares under the foregoing amendment shall take effect on June 15, 1998.

3rd IN WITNESS WHEREOF, these Articles of Amendment have been executed this day of June, 1998.

Florida East Coast Industries, Inc.

By: 

T. N. Smith

Vice President & Secretary

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 3rd day of June, 1998
T. N. Smith as Vice President & Secretary of Florida East Coast Industries, Inc., a Florida
corporation, on behalf of the Corporation.



Sara L. Guess
MY COMMISSION # CC503698 EXPIRES
October 19, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

Sara L. Guess
Notary Public, State of Florida

Sara L. Guess
Print Name