

429425



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 173726 10915A

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 43.75

ORDER DATE : March 18, 1999

ORDER TIME : 1:21 PM

ORDER NO. : 173726-010

CUSTOMER NO: 10915A

70000281 1797--9

CUSTOMER: Peggy Adolphson, Legal Asst
Walker & Fairbanks, P.a.
P. O. Box 676

Ponte Vedra Bea, FL 32004-0676

99 MAR 18 PM 3:11

DIVISION OF CORPORATION

DOMESTIC AMENDMENT FILING

NAME: HILLANDALE FARMS OF FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAR 18 PM 3:42

FILED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

Jee 3/22



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 19, 1999

CSC
JANNA WILSON
TALLAHASSEE, FL

SUBJECT: HILLANDALE FARMS OF FLA., INC.
Ref. Number: 429425

RESUBMITTED
Please give original
return to...

We have received your document for HILLANDALE FARMS OF FLA., INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 199A00013747

DIVISION OF CORPORATIONS
99 MAR 22 PM 3:07

**CERTIFICATE OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
HILLANDALE FARMS OF FLA., INC.**

FILED
99 MAR 18 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Hillandale Farms of FLA., INC., a Florida corporation, under the hands of its President and Secretary, hereby certifies that:

The following amendment was adopted on February 25, 1999, by the affirmative vote of the Shareholders of a majority of the shares entitled to vote on the amendment, in accordance with Florida Statutes Section 607.1003 (1998). The number of votes cast was sufficient for approval.

RESOLVED, that the Articles of Incorporation be amended in the following particulars: Article III will be deleted and the following language inserted in its place:

ARTICLE III.

Section 1. The maximum number of shares of capital stock that the Corporation is authorized to have outstanding at any time shall be:

Six (6) shares of Class A Voting Common Stock having a par value of One Cent (\$.01) per share;

Nine Thousand Nine Hundred Eighty-Eight (9,988) shares of Class B Voting Common Stock having a par value of One Cent (\$.01) per share; and

Nine Hundred Ninety Thousand Six (990,006) shares of Class C Non-Voting Common Stock having a par value of One Cent (\$.01) per share.

All stock issued shall be fully paid and non-assessable.

Section 2. Holders of Class A Voting Common Stock shall elect all of the Directors of the Corporation, each share of Class A Voting Common Stock being entitled to elect one (1) Director. Holders of Class A Voting Common Stock may not vote on any other matter. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or otherwise, the holders of the Class A Voting Common Stock shall be entitled, after payment of the debts of the Corporation, to their aliquot share of all remaining assets of the Corporation in proportion to the total number of shares of Class A and Class B Voting Common Stock and Class C Non-Voting Common Stock then issued and outstanding.

Section 3. Holders of Class B Voting Common Stock shall vote on all matters on which Shareholders are entitled to vote except for the election of the Board of

Directors. Each share of Class B Voting Common Stock shall be entitled to one (1) vote. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or otherwise, the holders of Class B Voting Common Stock shall be entitled, after payment of the debts of the Corporation, to their aliquot share of all remaining assets of the Corporation in proportion to the total number of shares of Class A and Class B Voting Common Stock and Class C Non-Voting Common Stock then issued and outstanding.

Section 4. The Class C Non-Voting Common Stock shall have no voting privileges whatsoever, all such voting privileges being vested solely and exclusively in the Class A and Class B Voting Common Stock. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntarily or otherwise, after the payment of the debts of the Corporation, the holders of the Class C Non-Voting Common Stock and the holders of the Class A and Class B Voting Common Stock shall be entitled, after payment of the debts of the Corporation, to their aliquot share of all the remaining assets of the Corporation in proportion to the total number of shares of the Class C Non-Voting Common Stock and the Class A and Class B Voting Common Stock then issued and outstanding.

Section 5. The Shareholders, regardless of the class of stock held, shall have preemptive rights with respect to the capital stock or securities of the Corporation of any class. Subject to these preemptive rights, the Corporation, by and through its Board of Directors only, may from time to time may issue and sell shares of its capital stock of any class, may issue and grant rights and options to purchase shares of such capital stock and may issue and sell its bonds, notes, debentures, and other securities convertible into stock of the Corporation.

Section 6. The consideration to be paid for each share shall be payable in lawful money of the United States of America, or in property, labor or services which, in the judgment of the Board of Directors of this Corporation, shall be of the valuation equivalent to the value of the stock to be issued, but in no event shall the consideration be less than the par value of such stock.

AND BE IT FURTHER RESOLVED, that the President and Secretary be, and they hereby are, authorized and directed to file a Certificate of Amendment with the State of Florida Division of Corporations to effectuate such amendment.

HILLANDALE FARMS OF FLA., Inc.

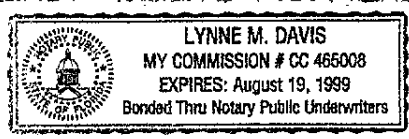
By: Jack E. Hazen Jr.
Jack E. Hazen Jr., President

Attest: Jo N. Ward
Jo N. Ward, Secretary

STATE OF FLORIDA)
)
COUNTY OF COLUMBIA)

The foregoing Certificate of Amendment was acknowledged before me this 25 day of February, 1999, by Jack E. Hazen Jr., who is the President of Hillandale Farms of FLA., Inc. and who is personally known to me or who has produced identification.

Lynne M. David
Notary Public, State of Florida at Large
Notary's Stamped or Printed Name:
My commission expires:

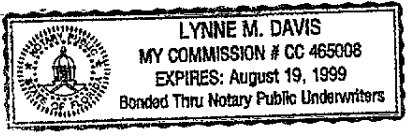


Personally known.
 Produced _____ as identification.

STATE OF FLORIDA)
)
COUNTY OF COLUMBIA)

The foregoing Certificate of Amendment was acknowledged before me this 25 day of February, 1999, by Jo N. Ward, who is the Secretary of Hillandale Farms of FLA., Inc. is personally known to me or who has produced identification.

Lynne M. David
Notary Public, State of Florida at Large
Notary's Stamped or Printed Name:
My commission expires:



Personally known.
 Produced _____ as identification.