



THE UNITED STATES
CORPORATION
COMPANY

129639

ACCOUNT NO. : 072100000032

REFERENCE : 477042 41001A

AUTHORIZATION : *Patricia Pygott*

COST LIMIT : \$ 35.00

ORDER DATE : July 28, 1997

ORDER TIME : 1:14 PM

ORDER NO. : 477042-005

CUSTOMER NO: 41001A

200002249392--6

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

*Name
Change
Amend*

DOMESTIC AMENDMENT FILING

NAME: ST. JOSEPH LAND AND
DEVELOPMENT COMPANY

EFFECTIVE DATE:

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: Daniel W Leggett

EXAMINER'S INITIALS: _____

FILED
97 JUL 28 PM 3:40
SEC. OF STATE
TALLAHASSEE, FLORIDA

27 JUL 29 PM 3:40
TALLAHASSEE, FLORIDA

Don't
7/29/97

Don't
Don't
Don't

**ARTICLES OF AMENDMENT OF ST. JOSEPH LAND AND
DEVELOPMENT COMPANY**

Pursuant to Section 607.1006, Florida Statutes (1997), the Articles of Incorporation of the above-named corporation are hereby amended as follows:

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

The name of this corporation is St. Joe Timberland Company and its principal place of business shall be located in Jacksonville, Duval County, Florida.

2. The foregoing Amendment was adopted by the Board of Directors on July 18, 1997.

3. The Amendment was adopted by the Board of Directors without shareholder action and shareholder action was not required.

4. The Amendment shall be effective when filed with the Secretary of State.

IN WITNESS WHEREOF, these Articles of Amendment have been executed this 21st day of July, 1997.

ST. JOE TIMBERLAND COMPANY

By: Robert M. Rhodes
Robert M. Rhodes, Senior Vice
President and General Counsel

ACKNOWLEDGMENT

The foregoing instrument was acknowledged before me, a Notary Public of the State of Florida, by ROBERT M. RHODES, Senior Vice President and General Counsel of St. Joe Timberland Company, who is known to me and who did not take an oath.

Valerie Lynn House
Notary Public, State of Florida

Print Name

My Commission expires:



Valerie Lynn House
MY COMMISSION # CC607010 EXPIRES
January 12, 2000
BONDED THRU TROY FAIR INSURANCE, INC.