

WINDERWEEDLE, HAINES, WARD & WOODMAN, P.A.

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WRITER'S DIRECT NUMBER:
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REPLY TO:
Winter Park

May 12, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Bry-Tur, Inc.

200002178382--2
-05/14/97--01079--021
*****87.50 *****87.50

Dear Sir/Madam:

Enclosed please find the following documents on behalf of Bry-Tur, Inc.:

1. The executed Articles of Amendment of the Articles of Incorporation;
2. A copy of the executed Articles of Amendment to be certified and returned;
3. A check in the amount of \$87.50 to cover the following items:

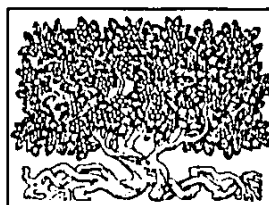
Filing Fee	\$35.00
Certified copy/ Articles of Amendment	\$52.50
TOTAL	\$87.50

Thank you for your assistance in this matter. Should you have any questions or comments, please contact me at the above number.

Sincerely,

Michele A. Giger
Michele A. Giger
Secretary to
Victor E. Woodman

/mag
Enclosures



WINDERWEEDLE
HAINES, WARD
& WOODMAN, P.A.

Est. 1931



**ARTICLES OF RESTATEMENT TO ARTICLES OF
INCORPORATION OF BRY-TUR, INC.**

WHEREAS, the name of the Corporation is Bry-Tur, Inc.; and

WHEREAS, the Corporation was incorporated pursuant to the laws of the State of Florida on August 11, 1953; and

WHEREAS, the undersigned Corporation, by and through its sole director and shareholder and pursuant to the provisions of Sections 607.1006 and 607.1007, Florida Statutes, hereby amends and restates its Articles of Incorporation in their entirety as follows:

ARTICLE I - Name

The name of this corporation shall be:

BRY-TUR, INC.

ARTICLE II - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - Capital Stock

The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$100.00 per share.

ARTICLE IV - Term of Existence

The effective date upon which this Corporation came into existence was August 11, 1953, and it shall exist perpetually thereafter unless dissolved according to law.

**ARTICLE V - Corporate Office;
Registered Office and Agent**

The street address of the corporate office and registered office of this Corporation is 1014 West Fairbanks Avenue, Winter Park, Florida 32789 and the name of the registered agent of this Corporation at that address is Bette B. Elder. The mailing address is Post Office Box 1376, Winter Park, Florida 32790.

ARTICLE VI - Directors

A. The business of the Corporation shall be conducted and managed by a Board of Directors, consisting of an uneven number of not less than one (1) nor more than nine (9) members, as fixed from time to time by the By-laws of the Corporation.

B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this Corporation.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders.

F. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VII - Incorporators

The names and street addresses of the persons who signed the original Articles of Incorporation were:

<u>Name</u>	<u>Address</u>
Ernest A. Bryson, Jr.	416 Westminster Avenue Orlando, Florida
Robert N. Turner	2306 Ohio Drive Orlando, Florida
Nat M. Turnbull	139 E. New England Avenue Winter Park, Florida

ARTICLE VIII - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.

ARTICLE IX - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a

Shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X - By-Laws

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Shareholders or the Board of Directors of this Corporation; provided, however, that any By-Laws adopted by the Directors which are inconsistent with any By-Laws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

IN WITNESS WHEREOF, these Articles of Restatement have been executed this 29th day of April, 1997.

Bry-Tur, Inc., a Florida corporation

By: Bette B. Elder, President
Bette B. Elder, President

CERTIFICATE

In accordance with Section 607.100(4), Florida Statutes, it is hereby certified that the foregoing Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors on April 16, 1997. The Restated Articles of Incorporation was then approved by the written consent of the sole shareholder dated April 16, 1997. These articles amend Articles II through XII of the Corporation's original Articles of Incorporation, and the text of such amendments is set forth in the foregoing Articles of Restatement.

Bry-Tur, Inc., a Florida corporation

By: Bette B. Elder, President
Bette B. Elder, President