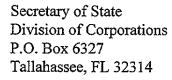


August 11, 1998



To Whom it May Concern:

Enclosed please find a check for \$35.00 and Articles of Amendment for Brown's of Naples, Inc. Please file these and send a copy for our records in the return self-addressed stamped envelope.

Thank you in advance for your cooperation and if you have any questions, please do not hesitate to call.

Sincerely,

Tammy L. Read

Secretary to Leonard P. Reina

/tlr Enclosures

200002616082--8 -08/14/98--01032--001 *****35.00 ******35.00

ARTICLES OF AMENDMENT

BROWN'S OF NAPLES, INC.

The following provisions of the Articles of Incorporation of BROWN'S OF NAPLE,S INC. a Florida Corporation, filed in Tallahasse, Florida; be and they hereby are amended in the following particulars:

1. Article VII be and is hereby amended to read as follows:

ARTICLE VII DIRECTORS

The names and addresses of the board of directors are to read as follows:

Donald H. Brown, Jr. 4300 N. Tamiami Trail Naples, Florida 34103 James A. Calvani 4300 N. Tamiami Trail

Naples, Florida 34103

2. Article XI be and is hereby added to read as follows:

ARTICLE XI - OFFICERS

The following are the officers of the corporation:

Donald H. Brown, Jr.

President & Secretary

James A. Calvani

Executive Vice-President & Treasurer

Barbara H. Shea

Vice-President

Nancy Ann Hale

Vice-President

The foregoing amendments were adopted by unanimous consent of the Stockholders and Directors of the Corporation on the $/\delta$ day of August, 1998.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment this $\angle \mathcal{D}$ day of August, 1998.

BROWN'S OF NAPLES, INC.

_ *FUII*U

Donald H. Brown, Jr

President and Secretary

STATE OF FLORIDA COUNTY OF COLLIER

BEFORE ME, the undersigned authority, personally appeared Donald H. Brown, Jr., known to me to be the person who executed the foregoing Articles of Amendment and he acknowledged before me that he executed such instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10th day of August, 1998.

Notary Public

My commission expires:

