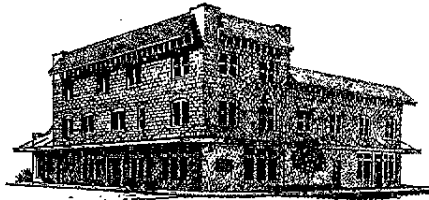


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HARRISON, HENDRICKSON, DOUGLASS & KIRKLAND, P.A.

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W. NELON KIRKLAND



Please Reply To:
Post Office Box 400
Bradenton, Florida 34206-0400

Fax: (941) 746-9229

January 22, 1998

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

Re: Amendment to Articles of Incorporation - C & D Properties, Inc.

Gentlemen:

Enclosed herewith is our check in the amount of \$87.50 to file the enclosed Amendment to Articles of Incorporation for C & D Properties, Inc.

Please return one certified copy to this office.

Very truly yours,

HARRISON, HENDRICKSON, DOUGLASS
& KIRKLAND, P.A.

George H. Harrison

GHH:bw
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 26 PM 4: 23

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*****87.50 *****87.50

Amend.
01-27-98
CC

AMENDMENT TO THE ARTICLES OF INCORPORATION

OF

C & D PROPERTIES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 26 PM 4:23

The undersigned President and Secretary of C & D PROPERTIES, INC., a corporation organized under the laws of the State of Florida, hereby certify:

1. That the name of the corporation is C & D PROPERTIES, INC.
2. The Articles of Incorporation of said corporation are hereby amended by deleting all words and figures in the Article pertaining to capital stock and inserting the following in the place and stead thereof:

"The authorized capital stock of the Corporation shall be one hundred (100) shares of Series 1 common stock with full voting rights having no par value and nine thousand nine hundred (9,900) shares of Series 2 nonvoting common stock having no par value. The only limitation existing on the Series 2 common stock shall be the absence of voting rights. Both issues of common stock of the Corporation shall, together, be entitled to receive the net assets of the Corporation upon dissolution."

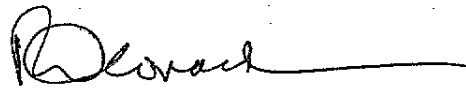
3. In all other respects the Articles of Incorporation are ratified, reaffirmed and remain unchanged.

4. The above Amendment to the Articles of Incorporation of C & D PROPERTIES, INC. was adopted by Unanimous Written Consent of the Board of Directors and Shareholders of C & D PROPERTIES, INC. on the 22nd day of January, 1998.

C & D PROPERTIES, INC.

(CORP. SEAL)

BY:



RICHARD T. CONARD, President

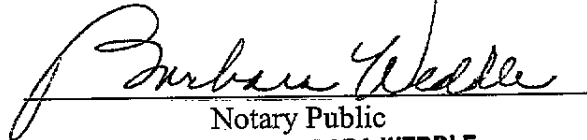


RICHARD T. CONARD, Secretary

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County last aforesaid to take acknowledgments, personally appeared RICHARD T. CONARD, well known to me to be the President and Secretary of C & D PROPERTIES, INC. and that he acknowledged executing the same under authority duly vested in him by said corporation, and that the corporate seal affixed thereto is the true corporate seal of the corporation.

WITNESS my hand and official seal in the State and County last aforesaid, this 22nd day of January, 1998.



Notary Public

BARBARA WEDDLE

Notary Public, State of Florida

My comm. expires June 3, 2001

Comm. No. CC648563

My Commission Expires:

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