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BASIC AMENDMENT

BRIAR HILL, INC.

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**ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION OF
BRIAR HILL, INC.**

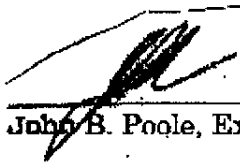
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Pursuant to Sections 607.1001 and 607.1003(6) of the Florida Business Corporation Act, the Articles of Incorporation of Briar Hill, Inc. (the "Corporation") are hereby amended according to these Articles of Amendment:

1. The name of the Corporation is Briar Hill, Inc.
2. Article VIII of the Articles of Incorporation of the Corporation is amended in its entirety to read as follows:

"The number of Directors of the corporation shall be as provided in the Bylaws, but shall not be less than one."
3. The foregoing amendment shall be effective on November 22, 2002.
4. The foregoing amendment was adopted by written consent of the sole shareholder of the Corporation, in accordance with Section 607.1003(6) and Section 607.0704, Florida Statutes, on November 22, 2002. The number of votes cast for the amendment by the shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned Executive Vice President of the Corporation has executed this instrument this 22nd day of November, 2002.



John B. Poole, Executive Vice President

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