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ACCOUNT NO. : 072100000032

REFERENCE : 009188 11554A

AUTHORIZATION :

COST LIMIT : \$43.75

ORDER DATE : February 15, 2001

ORDER TIME : 1:54 PM

ORDER NO. : 009188-010

CUSTOMER NO: 11554A

CUSTOMER: Joan Ortagus, Secretary
Anderson & Stevens, P.a.
2640 Riverplace Tower
1301 Riverplace Boulevard
Jacksonville, FL 32207

FILED
01 MAR 22 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
RECEIVED
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

800003907618--9

DOMESTIC AMENDMENT FILING

NAME: ST. JOHNS ELECTRIC COMPANY

EFFECTIVE DATE:

FILE 2ND

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

COULLETTE MAR 23 2001

CONTACT PERSON: Jamela Abaied -- EXT#

EXAMINER'S INITIALS: 1136

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF ST. JOHNS ELECTRIC COMPANY**

FILED
MAR 22 PM 4:32
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

I, Wesley C. Paxson, Jr., being the sole stockholder of St. Johns Electric Company, a Florida corporation, pursuant to §§607.102, 607.0803 and 607.1003 of the Florida Statutes, do hereby certify as follows:

1. The name of this corporation is St. Johns Electric Company.

2. The Articles of Amendment to the Articles of Incorporation of St. Johns Electric Company were duly adopted by all members of the board of directors, and all stockholders of St. Johns Electric Company, on Feb. 28, 2001, effective on acceptance for filing by the Corporations Division, Office of the Secretary of State, State of Florida of such amendment.

3. The amendment, so adopted, was to amend Article VII of the Articles of Incorporation of St. Johns Electric Company, to delete said Article VII, (set forth in the original Articles of Incorporation) and in lieu thereof, effective as above stated, Article VII in its entirety shall read as follows:

"ARTICLE VII

"This corporation shall have one director. The number of directors may be either increased or diminished from time to time by the by-laws of this corporation."

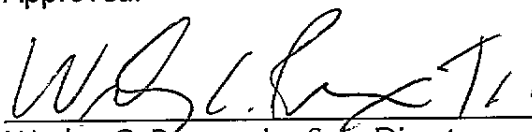
4. The name and address of the sole director of this corporation is:

Wesley C. Paxson, Jr.
8055 Woodpecker Trail
Jacksonville, Florida 32256

This amendment shall be effective as stated in paragraph 3, above.


Approved:


Dated: 2/28, 2001.


Wesley C. Paxson, Jr., Sole Director and Sole
Stockholder of St. Johns Electric Company

STATE OF FLORIDA,)
) ss.
COUNTY OF DUVAL.)

The foregoing Articles of Amendment to Articles of Incorporation of St. Johns Electric Company was acknowledged before me this 28 day of FEB, 2001, by WESLEY C. PAXSON, JR., who is personally known to me or who has produced _____ as identification.



Judy A. Ackerman
Notary Public, State of Florida
at Large. Judy A Ackerman
 My Commission CC884582
Commission No.: _____ Expires August 19, 2003

**MINUTES OF JOINT STOCKHOLDERS
AND DIRECTORS MEETING
OF ST. JOHNS ELECTRIC COMPANY**

These are minutes of a joint stockholders and directors meeting held Feb. 28, 2001, by the sole stockholder and sole director for St. Johns Electric Company, a Florida corporation. Wesley C. Paxson, Jr. noted that steps had been taken to administratively reinstate this corporation under the laws of the State of Florida.


Relative to the matter of reinstatement, it had been concluded that the articles of incorporation should be amended to delete the requirement of three directors, and to provide for only one director, unless the bylaws increased that number. This is in accordance with changes in the laws of the State of Florida, which had eliminated the need to have three directors, as was the case when this corporation was formed.

Accordingly, an Articles of Amendment to the Incorporation, to amend Article VII of those articles and to provide for a totally new article VII, by virtue of such amendment, was unanimously recommended and adopted by all directors and stockholders. A copy of such Articles of Amendment, as adopted, is attached to these minutes.

There being no further business, the meeting was adjourned.

Approved:

Dated: 2/28/01, 2001



Wesley C. Paxson, Jr., Sole Director and Sole
Stockholder of St. Johns Electric Company