

690833



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 089356 4352702  
AUTHORIZATION : Patricia Kizut  
COST LIMIT : \$ 43.75

ORDER DATE : January 6, 1999

ORDER TIME : 12:03 PM

ORDER NO. : 089356-005

600002732096--3

CUSTOMER NO: 4352702

CUSTOMER: Ms. Jackie Schindowski  
Williams Parker Harrison Dietz  
200 South Orange Avenue

Sarasota, FL 34236

DOMESTIC AMENDMENT FILING

NAME: SANDBAR DEVELOPMENT  
CORPORATION

EFFECTIVE DATE:

FILED  
99 JAN -6 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 7, 1999

CSC  
TAMARA ODOM  
TALLAHASSEE, FL

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: SANDBAR DEVELOPMENT CORPORATION  
Ref. Number: 690833

We have received your document for SANDBAR DEVELOPMENT CORPORATION and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

If the document was approved by a majority vote of the shareholders, it should also contain a statement that the number of votes cast by the shareholders was sufficient for approval.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown  
Corporate Specialist

Letter Number: 599A00000681

RECEIVED  
JAN 14 1999  
TALLAHASSEE, FL  
CORPORATION DIVISION

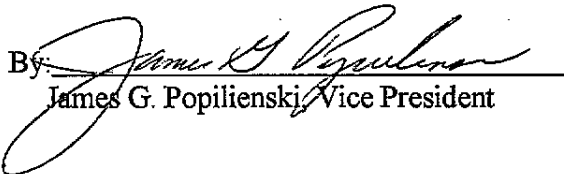
**ARTICLES OF AMENDMENT  
OF  
SANDBAR DEVELOPMENT CORPORATION**

**FILED**  
99 JAN -6 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Sandbar Development Corporation, a Florida corporation, were amended by the written consent of the holders of all of the issued and outstanding shares of common stock, \$10.00 par value, on December 31, 1998 by deleting Article VI, captioned "Management of Corporation by Shareholders" in its entirety and by renumbering Articles VII and VIII as Articles VI and VII, respectively. The number of votes cast by the shareholders approving the amendment was sufficient for approval.

IN WITNESS WHEREOF, these Articles of Amendment have been executed by the duly authorized Vice President of the corporation.

SANDBAR DEVELOPMENT CORPORATION

By:   
James G. Popilienski, Vice President