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2/4/04
Amend
38

LYKES BROS. INC.
AND
SUBSIDIARY AND AFFILIATED COMPANIES
400 North Tampa Street
P.O. Box 1690
Tampa, Florida 33601

Richard A. Chase
Corporate Paralegal

Direct Dial
Tel: 813/470-5070
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richard.chase@lykes.com

January 27, 2004

VIA FEDERAL EXPRESS

Division of Corporations
Amendment Section
409 East Gaines Street
Tallahassee, FL 32399

Re: F. E. Lykes Foundation, Inc.
Document # 716070
Articles of Amendment to Articles of Incorporation

Ladies and Gentlemen:

Enclosed for filing is an original Articles of Amendment to Articles of Incorporation of F. E. Lykes Foundation, Inc. Also enclosed is a check in the amount of Forty-Three and 75/100 (\$43.75) Dollars to cover the filing fee and cost for one certified copy. Please return the certified copy to my attention at the address shown above.

Should you have any questions, please contact me.

Sincerely,



Richard A. Chase
Corporate Paralegal

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
F. E. LYKES FOUNDATION, INC.

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Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment adopted: Article III of the articles of incorporation is hereby deleted in its entirety and the following new Article III is hereby substituted in lieu thereof:

“ARTICLE III.

Section 1. Qualification; Number. The corporation shall have members and membership shall be open to any person over the age of twenty-one. The total number of members of the Corporation shall not exceed nine (9).

Section 2. Admission. Members shall be admitted to the corporation at any meeting of the members, regular or special, upon the vote and/or written assent, incorporated in the minutes of the meeting, of not less than a majority of the existing members, or if there are no current members, by the Board of Directors at any meeting of the Board, regular or special, upon the vote of not less than a majority of the existing members of the Board. Upon the death of Norma Gene Burr, the sole member of the corporation as of the date of filing of these Articles of Amendment, James M. Chittenden, Tyson Lykes Chittenden and Harold E. Chittenden, IV shall be admitted as members of the corporation with all of the rights, duties and obligations attendant with membership in the corporation.

Section 3. Cessation of Membership. Membership of any member shall cease upon death or resignation communicated in writing to the Board of Directors.

Articles of Amendment of
F. E. Lykes Foundation, Inc.
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Section 4. Revocation of Membership. Membership may also be revoked and cancelled and thus caused to cease by a resolution adopted at any meeting of the members, which resolution shall have been assented to by the vote and/or written assent, incorporated in the minutes of the meeting, of not less than a majority of all the members.”

SECOND: The date of adoption of the amendment was May 9, 2003.

THIRD: The amendment was adopted by the sole member of the corporation.

F. E. LYKES FOUNDATION, INC.

By: Charles G. Burr III
Name: Charles G. Burr, III
Title: President
Date: 6-25-03