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November 30, 1999

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

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-12/15/99--01091-012
*****43.75 *****43.75

Re: Prairie Creek Citrus, Inc.

Gentlemen:

I am enclosing herewith the original and one copy of the Articles of Amendment to Articles of Incorporation of Prairie Creek Citrus, Inc.

Also enclosed is this firm's check in the sum of \$43.75, representing \$35.00 for the filing fee and \$8.75 for a certified copy. Please return the certified copy of the Articles of Amendment to this office.

Thank you.

Yours very truly,



JEROME G. SCHRADER

JGS:cfh
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 DEC 15 PM 3:13

Amend
hfs 1-3-2000

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

OF

PRAIRIE CREEK CITRUS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned, being the President and Secretary, respectively, of PRAIRIE CREEK CITRUS, INC., a Florida corporation, in accordance with Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby certify that the following Amendment to the Articles of Incorporation was duly adopted by a majority vote of the shareholders of the Corporation by Written Shareholders' Consent to Action in Lieu of Meeting dated November 3, 1999, which vote was sufficient for approval.

RESOLVED, that Article IV of the Articles of Incorporation be amended, to read as follows:

ARTICLE IV
CAPITAL STOCK

The amount of Capital Stock authorized shall consist of six thousand (6,000) shares of common stock, each having a par value of Ten (\$.10) Cents per share, payable in lawful money of the United States of America or in other property, tangible or intangible, or in labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors or the Shareholders of this Corporation. The said six thousand (6,000) shares of common stock shall consist of thirty (30) shares of voting stock and five thousand nine hundred seventy (5,970) shares of non-voting stock. The Capital Stock of the Corporation may be increased or decreased at any time as provided by the laws of Florida.

The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash or in

property solely out of the unreserved and unrestricted earned surplus of the Corporation and dividends payable in shares of the Capital Stock of the Corporation solely out of any unreserved and unrestricted surplus of the Corporation, as provided by Florida law.

RESOLVED, that the following Articles are added to the Articles of Incorporation:

ARTICLE XIV
SHARES NOT TO BE DIVIDED INTO CLASSES
EXCEPT BETWEEN VOTING AND NON-VOTING RIGHTS

The six thousand (6,000) shares of common stock shall consist of thirty (30) voting shares and five thousand nine hundred seventy (5,970) non-voting shares. Except for the distinction between voting and non-voting common stock, the shares of stock of the Corporation shall not be divided into classes or have different rights or preferences.

ARTICLE XV
GREATER THAN MAJORITY VOTE
REQUIRED FOR CERTAIN CORPORATE ACTION

The affirmative vote of sixty-six and 2/3 (66 2/3%) percent of the voting shares of the Corporation, represented at a meeting at which a quorum is present, shall be required to amend these Articles so as to increase or decrease the authorized number of, or to change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the various classes of shares; or to merge or consolidate the Corporation with or into any other corporation, or sell, lease, exchange,

convey, or encumber all or substantially all of the assets of the Corporation, or to voluntarily dissolve, liquidate, or wind up its affairs.

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, the undersigned have hereunto set their respective hands and seals of this corporation, this 30th day of November, 1999.

PRAIRIE CREEK CITRUS, INC.

By: Thomas A. Schrader
THOMAS A. SCHRADER, President

ATTEST:

Theodore J. Schrader
THEODORE J. SCHRADER, Secretary