

J 1977
DeGaw & Associates, P.A.
ATTORNEYS AT LAW

Telephone (407) 647-5552

1270 Orange Avenue, Suite "A"
Winter Park, Florida 32789-4946

December 27, 1996

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

Re: WINTER PARK MALL SHELL, INC.

Dear Sir/Madam:

In connection with the above referenced matter, enclosed is the following for filing:

1. Articles of Amendment to the Articles of Incorporation of Winter Park Mall Shell, Inc., executed on December 27, 1996.
2. Statement of Change of Registered Office and Registered Agent for the Corporation.
3. Our check number 2028 in the amount of Eighty-Seven and 50/100 Dollars; \$35.00 for the filing fee and \$52.50 for one certified copy.

Thank you for your attention to this matter. If you have any questions, please call us at (407) 647-5552.

Very truly yours,

Amber Jade F. Johnson
Amber Jade F. Johnson
Attorney at Law

AJJ/vlw
enclosures
cc: Neal Scarborough

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FILED
JAN 23 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
Fax (407) 647-5766

DeGraw & Associates, P.A.

ATTORNEYS AT LAW

1270 Orange Avenue, Suite "A"
Winter Park, Florida 32789-4946

Telephone (407) 647-5552

Fax (407) 647-5766

January 21, 1997

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

Re: WINTER PARK MALL SHELL, INC.

Dear Sir/Madam:

In connection with the above referenced matter, enclosed is the following for filing:

1. Articles of Amendment to the Articles of Incorporation of Winter Park Mall Shell, Inc., executed on January 20, 1997.
2. Statement of Change of Registered Office and Registered Agent for the Corporation.
3. Our check number 2028 in the amount of Eighty-Seven and 50/100 Dollars; \$35.00 for the filing fee and \$52.50 for one certified copy was sent to you in our first letter dated December 27, 1996.
4. Copy of your letter dated January 10, 1997.

Thank you for your attention to this matter. If you have any questions, please call us at (407) 647-5552.

Very truly yours,



Amber Jade F. Johnson
Attorney at Law

AJJ\vlw
enclosures
cc: Neal Scarborough



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

COPY

January 10, 1997

**AMBER JADE F. JOHNSON ATTY.
DEGRAW & ASSOCIATES, P.A.
1270 ORANGE AVENUE, SUITE A
WINTER PARK, FL 32789-4946**

**SUBJECT: WINTER PARK MALL SHELL, INC.
Ref. Number: J19771**

We have received your document for WINTER PARK MALL SHELL, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

THE AMENDMENT SUBMITTED WAS DRAWN UP IN ACCORDANCE WITH FS. 617 WHICH DEALS WITH NONPROFIT CORPORATIONS. THE ABOVE CORPORATION IS A PROFIT CORPORATION AND MUST BE AUTHORIZED BY SHAREHOLDERS OR DIRECTORS.

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 (904) 487-6880.

**Karen Gibson
Corporate Specialist**

Letter Number: 197A00001385

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
WINTER PARK MALL SHELL, INC.**

FILED
97 JAN 23 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendments to its articles of incorporation:

FIRST: Article I. of the Articles of Incorporation of the corporation is amended in its entirety to read as follows:

"ARTICLE I. NAME"

The name of the corporation is: LEE AND ANDERSON, INC.

SECOND: Article VI. of the Articles of Incorporation of the corporation is amended in its entirety to read as follows:

"ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT"

The street address of the registered office of this corporation is 1270 ORANGE AVENUE, SUITE A, WINTER PARK, FL 32789-4946, and the name of the initial registered agent of this corporation is AMBER JADE F. JOHNSON.

THIRD: Article VII. of the Articles of Incorporation of the corporation is amended in its entirety to read as follows:

"ARTICLE VII. INITIAL BOARD OF DIRECTORS"

This corporation shall have three directors. The number of directors maybe either increased or diminished from (3). The name and address of the directors of this corporation are:

NAME	ADDRESS
PAMELA LEE	810 NORTH ORLANDO AVENUE WINTER PARK, FL 32789
ALAN LEE	810 NORTH ORLANDO AVENUE WINTER PARK, FL 32789

DWIGHT H. ANDERSON

810 NORTH ORLANDO AVENUE
WINTER PARK, FL 32789

FOURTH: Article VIII. of the Articles of Incorporation of the corporation is amended in its entirety to read as follows:

"ARTICLE VIII. INCORPORATOR"

The name and address of the person signing these Articles of Amendment to the Articles of Incorporation is:

NAME

ADDRESS

DWIGHT H. ANDERSON

810 NORTH ORLANDO AVENUE
WINTER PARK, FL 32789

FIFTH: The date of each amendment's adoption: January 20, 1997.

SIXTH: Except as modified hereby, the Articles of Incorporation of the corporation shall remain in full force and effect.

SEVENTH: Adoption of amendments:

The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 20th day of January, 1997.

By: 

DWIGHT H. ANDERSON, President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 20th day of January, 1997 by DWIGHT H. ANDERSON, of WINTER PARK MALL SHELL, INC., a Florida corporation, on behalf of the corporation, who has produced Florida Driver's License No. A536-168-32-292-0 as identification.


Valerie L. Williams, Notary

Valerie L. Williams



Valerie L. Williams
My Commission CC000702
Expires November 7 2000

This Instrument Prepared By:
DUGRAW & ASSOCIATES, P.A.
Attorneys at Law
1270 Orange Avenue, Suite A
Winter Park, Florida 32789
Telephone: (407) 647-5552

**STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTER AGENT FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is:

LEE AND ANDERSON, INC.

1b. The mailing address of the corporation is:

810 NORTH ORLANDO AVENUE
WINTER PARK, FLORIDA 32789

1c. Effective date of ARTICLES OF INCORPORATION OF WINTER PARK MALL SHELL, INC.:

June 16, 1986

Document number:

J19771

1d. ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF WINTER PARK MALL SHELL, INC., executed on:

January 20, 1997

2. The name and address of the current registered agent and office:

JAMES P. GALVIN
628 EAST PINE STREET
ORLANDO, FLORIDA 32801

3. The name and address of the new registered agent and office:

AMBER JADE F. JOHNSON
DeGRAW & ASSOCIATES, P.A.
1270 Orange Avenue, Suite A
Winter Park, Florida 32789
Telephone: (407) 647-5552

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Dated this 20th day of January, 1997.


DWAYNE H. ANDERSON, President

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


AMBER JADE F. JOHNSON
RESIDENT AGENT

DATED THIS 20th DAY OF JANUARY, 1997.

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHO PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST -- THAT LEE AND ANDERSON, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF WINTER PARK, STATE OF FLORIDA, HAS NAMED AMBER JADE F. JOHNSON, LOCATED AT 1270 ORANGE AVENUE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

LEE AND ANDERSON, INC.

By: *Dwight H. Anderson*
DWIGHT H. ANDERSON

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91 JAN 23 AM 10:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE *Amber Jade F. Johnson*
AMBER JADE F. JOHNSON
RESIDENT AGENT

DATED THIS 20th DAY OF JANUARY, 1997.