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O'NEILL, MARINE, CARTER & HAFNER P.A.

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ESTATES AND TRUSTS

October 31, 2000

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

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*****33.75 *****33.75

Re: Indian River Title Company, L.L.C.
Charter No.: L00000011873

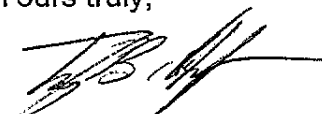
Dear Sir/Madam:

Enclosed please find the original and one copy of the *Certificate of Amendment to Articles of Organization of Indian River Title Company, L.L.C.* This document changes the names and addresses of the initial Managers of the Company.

Also enclosed is our check in the amount of \$33.75, representing the \$25.00 filing fee, \$8.75 for a certified copy. Please return the certified copy to the undersigned at your earliest convenience.

Should have any questions concerning the enclosed documents, or if you require anything further, please let me know.

Yours truly,


TROY B. HAFNER

TBH/pab
Enclosures

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FILED
00 NOV -2 AM 8:30
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF AMENDMENT TO
ARTICLES OF ORGANIZATION
OF
INDIAN RIVER TITLE COMPANY, L.L.C.
(A Florida Limited Liability Company)**

Pursuant to the provisions of Section 608.411, Florida Statutes, the undersigned Florida limited liability company adopts the following Certificate of Amendment to its Articles of Organization filed September 29, 2000.

FIRST: Article VII of the Articles of Organization is changed to read:

ARTICLE VII - - MANAGEMENT

The business of the Company shall be managed by no fewer than three (3) Managers who shall be elected by the Members of the Company in the manner prescribed by and provided in the Operating Agreement of the Company. Such Managers shall have the rights and responsibilities described in the Operating Agreement of the Company. The names and addresses of the initial Managers are:

WILLIAM A. HIGH	958 20 th Place Vero Beach, FL 32960
ROBERT A. GRICE	958 20 th Place Vero Beach, FL 32960
JOHN L. MINTON	958 20 th Place Vero Beach, FL 32960
MACY SWIFT	958 20 th Place Vero Beach, FL 32960
JEFFREY MORTON	958 20 th Place Vero Beach, FL 32960

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STATE OF FLORIDA
TALLAHASSEE

The Managers shall be elected annually in the manner prescribed in the Operating Agreement of the Company.

SECOND: This amendment was unanimously adopted by all of the Members and the Managers of the Limited Liability Company on October 6, 2000, and the number of votes cast for the amendment was sufficient for approval.

DATED THIS 27th day of October, 2000.

INDIAN RIVER TITLE COMPANY, L.L.C., a
Florida limited liability company

By: INDIAN RIVER BANKING COMPANY, a
Florida corporation (Member)

By: William A. High
WILLIAM A. HIGH, President

STATE OF FLORIDA)
 :SS.
COUNTY OF INDIAN RIVER)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared WILLIAM A. HIGH, to me personally known and known to me to be the President of INDIAN RIVER BANKING COMPANY, a Florida corporation, sole Member of INDIAN RIVER TITLE COMPANY, L.L.C., a Florida limited liability company, and that he acknowledged executing the foregoing instrument for the purposes therein expressed.

27th WITNESS my hand and official seal in the county and state last aforesaid, this
day of October, 2000.

(S E A L)

Kimberly Bosnjak
Notary Public, State of Florida
Kimberly Bosnjak
Printed Name of Notary
My Commission Expires:

FILED
00 NOV -2 AM 8:30
TALLAHASSEE
STATE OF FLORIDA