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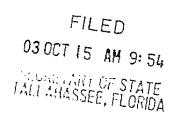


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ARICLES OF AMENDMENT TO THE ARTICLES OF ORGANIZATION OF PE LAND HOLDINGS, LLC



Pursuant to the provisions of Section 608.411, Florida Statutes, the undersigned company adopts the following Articles of Amendment to its Articles of Organization.

- 1. The name of the company is PE Land Holdings, LLC (the "Company").
- 2. The date of the filing of the Articles of Organization was June 19, 2003.
- 3. The following amendments of the Articles of Organization were adopted by the Company in the manner prescribed by the Florida Limited Liability Company Act:

Article III is amended by deletion of the address only, and by substitution of the following Article III, Nature of Business and Address:

ARTICLE III

Nature of Business and Address

This Company is organized for the purpose of engaging in all lawful activities and to do all other things which may be necessary or desirable in connection with the foregoing. The street address of the principal office of the Company is One Malaga Street, Saint Augustine, Florida 32084 and the mailing address is Post Office Box 1048, Saint Augustine, Florida 32085-1048.

Article IV is amended by deletion of the entire text thereof, and by substitution of the following Article IV, Registered Office and Agent:

ARTICLE IV

Registered Office and Agent

The street address of the registered office of the Company is One Malaga Street, Saint Augustine, Florida 32084, and the name of the registered agent of the Company at that address is Heidi J. Eddins.

FILED

The amendments were adopted by the sole member of the Company, Florida East 15 44 9: 54 4. Coast Industries, Inc.

CALLAHASSEE, FLORIDA

Dated: Sept. 25

PE LAND HOLDINGS, LLC

By: Florida East Coast Industries, Inc., a Florida corporation, as it sale member

Robert W. Anestis, Chairman, President & CEO

STATE OF FLORIDA COUNTY OF ST Johns

The foregoing instrument was acknowledged before me this 25th day of September, 2003, by Robert W. Anestis, as Chairman, President & CEO, and Heidi J. Eddins, as Secretary of Florida East Coast Industries Inc., the sole member of PE Land Holdings, LLC, a Florida limited liability company, on behalf of the company. They are personally known to me.

NOTARY PUBLIC, State of Florida

SHERRY C. JONES Notary Public, State of Florida My comm, expires Jan. 22, 2006 Comm No. DD 084231