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UPCHURCH, BAILEY AND UPCHURCH, P. A.

ATTORNEYS AT LAW
ESTABLISHED 1925

780 NORTH PONCE DE LEON BOULEVARD
SAINT AUGUSTINE

PLEASE REPLY TO
POST OFFICE DRAWER 3007
SAINT AUGUSTINE, FLORIDA 32085-3007

TELEPHONE (904) 829-2066
FAX (904) 825-4862

HAMILTON D. UPCHURCH
FRANK D. UPCHURCH, JR.
OF COUNSEL

FRANK D. UPCHURCH
(1994-1996)

JOHN D. BAILEY, JR.
FRANK D. UPCHURCH, III
TRACY WILSON UPCHURCH
SIDNEY F. ANSBACHER
KATHERINE GAERTNER JONES
MICHAEL A. SIRAGUSA
STEPHEN A. FAUSTINI

October 27, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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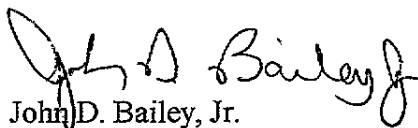
Re: Modern Properties of St. Augustine, Inc.
Our File No. 6-98-527

Dear Sir or Madam:

I enclose herewith an original and one copy of the Articles of Amendment to the Articles of Incorporation of the above-named corporation as well as our firm's check in the amount of \$87.50 payable to the Secretary of State representing your filing fee (\$35.00) and fee for a certified copy (\$52.50). Would you please file and furnish me with a certified copy.

Should you have any questions, please do not hesitate to contact my office. Thank you in advance for your cooperation and assistance.

Sincerely yours,


John D. Bailey, Jr.

JDB,Jr/jgs
Enclosures

VS NOV 3 1998

Amend

FILED
98 OCT 29 PM 3:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF**

FILED
98 OCT 29 PM 3: 51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MODERN PROPERTIES OF ST. AUGUSTINE, INC.

Pursuant to the provisions of Sections 607.1003 and 607.1006, Florida Statutes (1997), the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is Modern Properties of St. Augustine, Inc.

2. The following Amendment to the Corporation's Articles of Incorporation was adopted by the shareholders of the Corporation, in the manner prescribed by the Florida Business Corporation Act:

ARTICLE III

Shares of Stock


The Corporation is authorized to issue two (2) classes of common stock to be designated as Class A common stock and Class B common stock. The total number of shares that may be issued by the Corporation is two hundred (200) shares consisting of one hundred (100) shares of Class A common stock and one hundred (100) shares of Class B common stock.

The holders of shares of Class A common stock shall have all rights provided by law and these Articles, including exclusive voting rights. The holders of shares of Class B common stock shall have all rights provided by law and these Articles, except that the holders of shares of Class B common stock shall have no voting rights and no voice in the management of the Corporation.

3. The foregoing amendment was recommended by the Board of Directors and adopted by the affirmative unanimous vote of a majority of the shareholders entitled to vote thereon, at a meeting of the directors and shareholders held on October 15, 1998. The number of votes cast in favor was sufficient for approval.

Dated this 21 day of October, 1998.

MODERN PROPERTIES OF ST.
AUGUSTINE, INC.

By: 
PERRY ROBINS
Its President

STATE OF NEW YORK
COUNTY OF NEW YORK

THE FOREGOING instrument was acknowledged before me this 21st day of OCTOBER, 1998, by Perry Robins, as President of Modern Properties of St. Augustine, Inc., a Florida corporation, on behalf of the corporation, who is ☒ personally known to me or () has produced _____ as identification.

Harriet Schachtman

Notary Public

HARRIET SCHACHTMAN
NOTARY PUBLIC, State of New York
No. 4896977

(Name of Notary Typed or Printed) Qualified in Kings County
Commission number: _____
Commission expires: 5/26 - 1999