L36914



ACCOUNT NO. : 072100000032

REFERENCE

41001A

COST LIMIT :

ORDER DATE: July 14, 2000

ORDER TIME : 10:50 AM

ORDER NO. : 763881-010

100003323101--9

CUSTOMER NO: 41001A

CUSTOMER: Ms. Susan Whitlatch

The St. Joe Company Suite 400, Dupont Center

1650 Prudential Drive Jacksonville, FL 32207

DOMESTIC AMENDMENT FILING

NAME: ST. JOE TERMINAL COMPANY

EFFICTIVE DATE:

XX____ ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS:

07-17-00

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

ST. JOE TERMINAL COMPANY	
(present name)	

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

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

AMEND ARTICLE VII - The number of directors of this company shall be not less than one (1) and not more than nine (9). The number may be increased or diminished from time to time by the Bylaws adopted by the shareholders of the Company.



SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: $3-13-2000$.		
FOURTH: Adoption of Amendment(s) (CHECK ONE)			
X	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.		
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):		
	"The number of votes cast for the amendment(s) was/were sufficient for approval by"		
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.		
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.		
Signatu	Signed this 29th day of June , 2000 . The angle of the Chairman of the Board of Directors, President or other officer if adopted by		
	the shareholders)		
OR			
(By a director if adopted by the directors)			
OR			
	(By an incorporator if adopted by the incorporators)		
LAWRENCE PAINE			
Typed or printed name			
GD GDD III D. V.			
SECRETARY Title			