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REPLY TO: TAMPA OFFICE

December 18, 1996, 1996

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

FILED
96 DEC 23 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS
FOR A LIMITED LIABILITY COMPANY
of T. & K. BROWN, L.C., dated: December 18, 1996

SMK

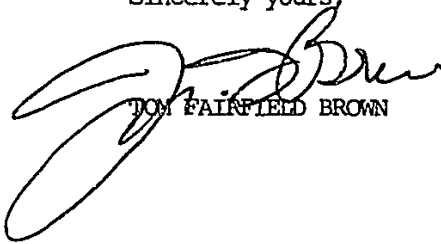
Dear Sirs:

Enclosed herein please find original SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS FOR A LIMITED LIABILITY COMPANY of T. & K. BROWN, L.C., dated: December 18, 1996, for filing.

Also enclosed is a check payable to Florida Department of State, Division of Corporations, in the amount of \$52.50, for filing the same and providing me with a conformed copy of the same (copy of the same is enclosed herein for conforming, with a self-addressed return envelope). Please process as soon as possible, and mail conformed copy to my Tampa address.

Should you have any questions, please do not hesitate to call.

Sincerely yours,



TOM FAIRFIELD BROWN

TFB/kl
encs.

cc: Alan F. Gonzalez, Esquire
Albert P. Lima, Esquire
Richard Roberts, C.P.A.

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DIVISION OF CORPORATIONS

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SUPPLEMENTAL AFFIDAVIT OF CAPITAL CONTRIBUTIONS

FOR A LIMITED LIABILITY COMPANY

OF

T. & K. BROWN, L.C.

FILED
96 DEC 23 PM 2: 27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, being all of the members of T. & K. Brown, L.C., a Florida limited liability company, which was originally filed in the State of Florida on January 31, 1996, hereby certifies that the following Supplemental Affidavit of Capital Contributions for a Limited Liability Company of said company is hereby filed pursuant to Section 608.412, F.S. This Supplemental Affidavit of Capital Contributions for a Limited Liability Company is correcting scrivener's error in Amendment and Affidavit dated August 28, 1996.

**ARTICLE X
CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the company the cash or property set forth below:

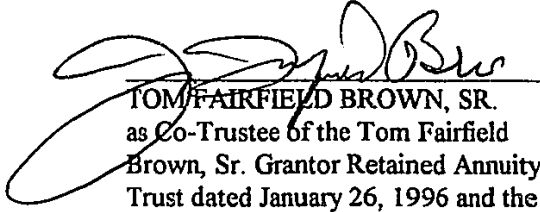
Name of LLC Member	Type of Member	% Ownership	Capital Contribution
Tom Fairfield Brown, Sr., and Katherine C. Brown, as Co-Trustees of the Tom Fairfield Brown, Sr. Grantor Retained Annuity Trust dated January 23, 1996.	Active (voting)	1%	\$1,840,000.00*
	Passive (non-voting)	45%	Included
Katherine C. Brown and Tom Fairfield Brown, Sr., as Co-Trustees of the Katherine C. Brown Grantor Retained Annuity Trust dated January 23, 1996.	Active (voting)	1%	\$2,160,000.00*
	Passive (non-voting)	53%	Included


*See schedule A attached hereto.

In all other respects, the Articles of Organization of T. & K. Brown, L.C., Amendment to Articles of Organization and Supplemental Affidavit of Capital Contributions for A Limited Liability Company, dated August 28, 1996, shall remain in effect.

(In accordance with Section 608.408(3), F.S., the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

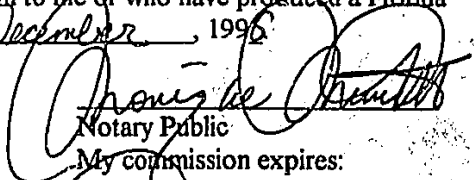
IN WITNESS WHEREOF, we hereby set our hands and seals this 18 day of December, 1996.


TOM FAIRFIELD BROWN, SR.
as Co-Trustee of the Tom Fairfield
Brown, Sr. Grantor Retained Annuity
Trust dated January 26, 1996 and the
Katherine C. Brown Grantor Retained
Annuity Trust dated January 26, 1996.
Managing Member


KATHERINE C. BROWN
as Co-Trustee of the Katherine C. Brown
Grantor Retained Annuity Trust dated
January 26, 1996 and the Tom Fairfield
Brown, Sr. Grantor Retained Annuity Trust
dated January 26, 1996.
Managing Member

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH:

Subscribed and sworn to before me by TOM FAIRFIELD BROWN, SR. and
KATHERINE C. BROWN, who are personally known to me or who have produced a Florida
driver license as identification, on this 18 day of December, 1996


Notary Public
My commission expires:
Commission NO:
(Seal)

Monique M. Winter
Notary Public, State of Florida
Commission No. CC 569093
My Commission Exp. 7/11/2000

EXHIBIT "A"

Description of real property:

119.1 +/- of unusable acres also, 86.2 acres non-usable "The non-usable land is lake bottom, land being excavated for borrow pit, drainage ditches; environmentally sensitive areas and power line easement" in a portion of Section 9 and Section 10 Township 28 South, Range 17 E., Hillsborough County, Florida; LESS the homestead of Tom F. and Katherine C. Brown being 6 acres +/- thereof and, LESS the 30 acres +/- thereof heretofore conveyed by Tom F. and Katherine C. Brown to Westchase and currently being excavated.

Estimate of value: \$4,000,000