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**Florida Department of State**  
Division of Corporations  
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**To:**

Division of Corporations  
Fax Number : (850) 205-0381

**From:**

Account Name : THE ST. JOE COMPANY  
Account Number : I20000000110  
Phone : (904) 858-5236  
Fax Number : (904) 858-5296

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**FLORIDA PROFIT CORPORATION OR P.A.**

**SGW, Inc.**

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SGW, INC.**

Pursuant to the provisions of §607.1007 of the Florida Business Corporation Act, the undersigned corporation pursuant to resolutions approved by the sole shareholder and duly adopted by its board of directors, adopts the following restated and amended articles of incorporation which shall supersede the original articles of incorporation filed with the Florida Secretary of State on October 7, 1999, including all amendments thereto.

**Article I - Name**

The name of the corporation (the "Company") shall be SGW, Inc..

**Article II - Principal Place of Business and Mailing Address**

The principal place of business shall be located at 1650 Prudential Drive, Suite 400, Jacksonville, Florida 32207 and the mailing address shall be 1650 Prudential Drive Suite 400 - Legal Dept., Jacksonville, Florida 32207.

**Article III - Purpose**

The general nature of the Company shall be to conduct any lawful business permitted under the laws of the State of Florida, unless otherwise stated in its bylaws and other states the Company may be authorized to transact business.

**Article III - Stock**

The maximum number of shares of stock that the Company is authorized to have outstanding at any time is one thousand (1,000) shares having a no par value, all of which shall be common stock of the same class. All shares of common stock issued shall be fully paid and non-assessable. The Company shall have the right to issue fractional shares.

**Article IV - Duration**

The Company shall have perpetual existence.

**Article V - Registered Agent and Address**

The street address of the Company's registered agent is 1650 Prudential Drive, Suite 400, Jacksonville, Florida 32207 and the registered agent for the Company is Lawrence Paine.

**Article VI - Initial Directors and Addresses**

The initial directors and their business addresses of the Company are:

Michael N. Regan, 1650 Prudential Drive Suite 400, Jacksonville, FL 32207  
Michael J. Shalley, 1650 Prudential Drive Suite 400, Jacksonville, FL 32207  
M. Bruce Snyder, 1650 Prudential Drive Suite 400, Jacksonville, FL 32207

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ST JOE CORP

NO. 4529 P. 3

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IN WITNESS WHEREOF these Amended and Restated Articles of Incorporation have been executed by its Assistant Secretary this 6<sup>th</sup> day of September, 2001.

By:

  
Susan G. Whitlatch, Assistant Secretary

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for SGW, Inc. at the place designated in the amended and restated articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Section 607.0501(3), Florida Statutes.

Date: September 6<sup>th</sup>, 2001



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Lawrence Paine

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DIVISION OF CORPORATIONS

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