

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

P940000009022

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: 1 Tagle, nviner
(development compliance)

	C.C. FEE	DISBURSED
Capital Process™		
Art. of Inc. _____		
Corp. Record Seal _____		
Ltd. Partnership File _____		
Foreign Corp. File _____		
() Cert. Copy(s) _____		
<input checked="" type="checkbox"/> Art. of Amend. File _____		
Dissolution/Withdrawal _____		
C U S- _____		
Fictitious Name File _____		
Name Reservation _____		
Annual Report/Reinstatement _____		
Reg. Agent Service _____		
Document Filing _____		
Corporate Kit _____		
Vehicle Search _____		
Driving Record 200002174662--1		
Document Retrieval -05/12/97--01061--002		
	****945.00	*****35.00
UCC 1 or 3 File _____		
UCC 11 Search _____		
UCC 11 Retrieval _____		
File No.'s. _____ Copies _____		
Courier Service _____		
Shipping/Handling _____		
Phone () _____		
Top Priority _____		
Express Mail Prep. _____		
FAX () _____ pgs. _____		
SUBTOTALS		

97 MAY -6 PM 2:26
TALLAHASSEE FLORIDA

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME 5:16 CK No. _____

BY [Signature]

WALK-IN Will Pick Up 5/16 12:00

OK for S.P.

FEE.....	\$
DISBURSED.....	\$ <u>516</u>
SURCHARGE.....	\$
TAX on corporate supplies.....	\$ <u>[Signature]</u>
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$ <u>[Signature]</u>

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU, -
from
Your Capital Connection

ARTICLES OF AMENDMENT
OF
FLAGLER MANOR DEVELOPMENT COMPANY, INC.

FILED
97 MAY -5 PM 2:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, being all of the shareholders and Directors, for the purpose of amending the Articles of Incorporation of FLAGLER MANOR DEVELOPMENT COMPANY, INC., pursuant to the Florida Business Corporation Act, Florida Statutes §§607.1001, et seq., do hereby adopt the following Articles of Amendment previously approved by all of the shareholders and Directors of the Corporation:

ARTICLE IV - STATED CAPITAL

"The authorized capital stock of the Corporation shall consist of seven thousand five hundred (7,500) shares of \$1.00 par, common voting stock and seven thousand five hundred (7,500) shares of \$1.00 par, common non-voting stock. The common voting stock shall have one (1) vote per share and shall be the only voting stock permitted to vote on any matter affecting the Corporation and the outstanding shares of the Corporation. The common non-voting stock shall not be permitted any vote whatsoever on any matter affecting the Corporation and the outstanding shares of the Corporation at any time. The provisions with respect to the common voting shares and the common non-voting shares shall be identical save the right of the common voting shares to vote and the no vote provision of the common non-voting shares. The provisions of Florida Statutes §607.0732, including any like section of comparable import hereinafter adopted, shall herein govern and an agreement of even date exists between the Shareholders of the Corporation approving and authorizing the provisions set forth herein of the common non-voting shares and common voting shares, including in particular the full and exclusive right of the common voting shares to vote on all matters, one (1) vote per share outstanding, and no right under any circumstances of the common non-voting shares to vote on any matter at any time."

Except to the extent that any of the provisions of these Articles of Amendment are expressly in conflict with the provisions

of the Corporation's original Articles of Incorporation or any previous amendments to the Corporation's original Articles of Incorporation, the Corporation's original Articles of Incorporation and any amendments to the Corporation's original Articles of Incorporation shall remain in full force and effect.

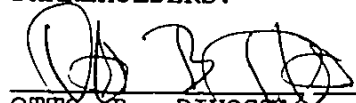
All of the shareholders and Directors previously approved and adopted these Articles of Amendment. The number of votes cast for approval and adoption of these Articles of Amendment was sufficient for approval. These Articles of Amendment are adopted effective the date filed with the Secretary of the State of Florida.


IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Amendment effective the 2nd day of May, 1997. These Articles of Amendment have been approved by the majority vote of the shareholders.

DIRECTORS:


OTTO B. DIVOSTA

SHAREHOLDERS:


OTTO B. DIVOSTA, as initial
Trustee of the Otto B. Divosta
Revocable Trust, restated dated
January 18, 1990, including any
amendments or restatements
thereto


BETTY J. DIVOSTA, as initial
Trustee of the Betty J. Divosta
Revocable Trust, restated dated
January 18, 1990, including any
amendments or restatements
thereto