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NAME: ENCORE DEVELOPMENT, INC.

AUDIT NUMBER.....H98000020110

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS...0

PAGES..... 3

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*Amended &  
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
ENCORE DEVELOPMENT, INC.**

**ARTICLE I - NAME**

The name of the Corporation is Encore Development, Inc.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and the mailing address of the Corporation is 4190 Belfort Road, Suite 340, Jacksonville, Florida 32216.

**ARTICLE III - CAPITAL STOCK**

The number of shares of capital stock that the Corporation is authorized to have outstanding at any one time is seven million five hundred thousand (7,500,000) shares of common stock having a par value of one cent (\$.01) per share, and seven million five hundred thousand (7,500,000) shares of preferred stock having a par value of one cent (\$.01) per share. The Corporation's Board of Directors shall have the authority to establish series of the preferred stock and, by filing the appropriate Articles of Amendment with the Department of State of the State of Florida, to establish the designation of each series and the variations in rights, preferences and limitations for each series.

Prepared By:  
Michael B. Kirwan, Esq., Florida Bar No. 765244  
LeBoeuf, Lamb, Greene & MacRae, L.L.P.  
50 N. Laura Street, Suite 2800  
Jacksonville, FL 32202  
(904)354-8000

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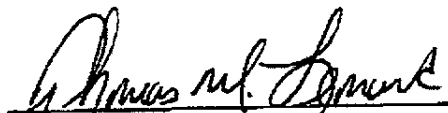
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**ARTICLE IV - INDEMNIFICATION AND INSURANCE**

The Corporation shall indemnify its directors and officers to the fullest extent permitted by the Florida Business Corporation Act. In addition, the Corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act. This Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against or incurred by such person in any such capacity or arising from his or her status as such, whether, or not this Corporation would have power to indemnify him or her against such liability.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation has executed these Amended and Restated Articles of Incorporation this 1st day of July, 1998.



Thomas M. Leonard  
Its: President

Prepared By:  
Michael B. Kirwan, Esq., Florida Bar No. 765244  
LeBoeuf, Lamb, Greene & MacRae, L.L.P.  
50 N. Laura Street, Suite 2800  
Jacksonville, FL 32202  
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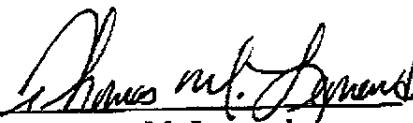
CERTIFICATE OF AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ENCORE DEVELOPMENT, INC.

The undersigned, Thomas M. Leonard hereby certifies:

1. The name of the Corporation is Encore Development, Inc.
2. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety.
3. The Amended and Restated Articles of Incorporation of the Corporation were duly adopted by written consent of the shareholders dated July 1, 1998, in accordance with Florida Statutes Section 607.1007.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amended and Restated Articles of Incorporation this 1<sup>st</sup> day of July, 1998.

ENCORE DEVELOPMENT, INC.

By   
Thomas M. Leonard  
Its: President

JK130489.1

Prepared By:  
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