

P96000039751

Watson & Osborne, P.A.
Attorneys at Law

KEITH WATSON
LEE S. OSBORNE
WILLIAM J. JOOS
ROBERT J. DYKES

REPLY TO:
2500 MONUMENT ROAD, SUITE 201

August 13, 1998

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

800002617709--8
-08/17/98--01100--011
*****35.00 *****35.00

RE: E.B. III HOLDINGS, INC.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Amendment to Articles of Incorporation for the above-referenced corporation. Also enclosed is our firm check in the amount of \$35.00, payable to the Secretary of State, in payment of the requisite filing fee.

Please acknowledge receipt and filing in your usual manner. If possible, I would appreciate your returning a file-stamped copy to my office in the stamped, self-addressed enveloped provided for your convenience.

Thank you for your assistance in this matter.

Sincerely,

WATSON & OSBORNE, P.A.

Amy J. Austin

Amy J. Austin
Legal Assistant

:aja
Enclosures

Amend

VS AUG 31 1998

FILED
98 AUG 27 AM 9:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 21, 1998

AMY J. AUSTIN
2500 MONUMENT RD., STE. 201
JACKSONVILLE, FL 32225

SUBJECT: E.B. III HOLDINGS, INC.
Ref. Number: P96000039751

We have received your document for E.B. III HOLDINGS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 898A00043620

Watson & Osborne, P.A.
Attorneys at Law

KEITH WATSON
LEE S. OSBORNE
WILLIAM J. JOOS
ROBERT J. DYKES

REPLY TO:
2500 MONUMENT ROAD, SUITE 201

August 26, 1998

Ms. Velma Shepard
Corporate Specialist
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: E. B. III Holdings, Inc.
Your Reference Number: P96000039751

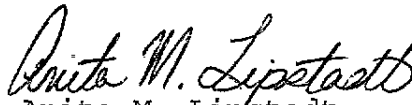
Dear Ms. Shepard:

Pursuant to your letter of August 21, 1998, enclosed please find the Amendment to Articles of Incorporation of E.B. III Holdings, Inc., which you returned to us with the above-mentioned letter, together with the requested original written acceptance by the Registered Agent of E.B. III Holdings, Inc.

If we may be of further assistance to you, or if you require any additional information, please do not hesitate to contact our office.

Sincerely,

WATSON & OSBORNE, P.A.


Anita M. Lipstadt
Paralegal

/aml
Enclosures

AMENDMENT TO ARTICLES OF INCORPORATION
OF
E.B. III HOLDINGS, INC.

FILED
98 AUG 27 AM 9:5
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of E.B. III HOLDINGS, INC. are hereby amended as follows:

Article I, Section 1.2 shall henceforth read as follows:

"Section 1.2: Address of Principal Office: The address of the principal office of the corporation is 1313 Charter Court East, Jacksonville, Florida 32225."

Article 5, Section 5.1 shall henceforth read as follows:


"Section 5.1 Name and Address: The street address of the registered office of this corporation is 2500 Monument Road, Suite 201, Jacksonville, Florida 32225, and the name of the registered agent of this corporation at that address is Lee S. Osborne, Esquire."

Article XI is hereby added, and shall read as follows:

"The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock will be issued and transferred only to: (1) natural persons, (2) estates, or (3) a trust as described in Title 26, United States Code, Section 1371, defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non-resident alien."

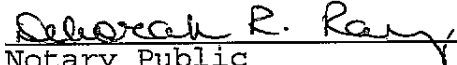
This Amendment was adopted by unanimous vote of the stockholders and directors on July 1, 1998.

IN WITNESS WHEREOF, these Articles of Amendment have been
executed on behalf of the corporation this 11th day of
August, 1998.


EDGAR BENNETT, III, President
and Secretary, Sole Shareholder
and Director

STATE OF FL
COUNTY OF Duval

The foregoing instrument was acknowledged before me this
11th day of August, 1998, by Edgar Bennett III, President,
Secretary and Sole Shareholder/Director of E.B. Holdings, Inc., a
Florida corporation, on behalf of the corporation.


Notary Public

My Commission Expires:
(Notarial Seal)

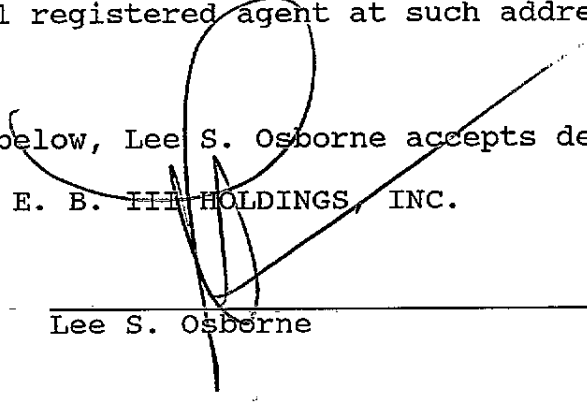


Deborah R. Ray
MY COMMISSION # CG620434 EXPIRES
February 19, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

REGISTERED AGENT OF E. B. III HOLDINGS, INC.

The address of the registered agent of the corporation is 2500 Monument Road, Suite 201, Jacksonville, Florida 32225, and the name of its initial registered agent at such address is Lee S. Osborne.

By his signature below, Lee S. Osborne accepts designation as registered agent of E. B. III HOLDINGS, INC.



Lee S. Osborne