

CSC
P.O. Box 5828
Tallahassee, FL 32314
(800) 342-8086

P96000104010

ACCOUNT NO. : 072100000032

REFERENCE : 337163 4329479

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia Pizzuti

FILED
97 APR 21 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 21, 1997

ORDER TIME : 9:33 AM

ORDER NO. : 337163

CUSTOMER NO: 4329479

CUSTOMER: Karen Bohn, Legal Assistant
Baker & Hostetler Suntrust
200 South Orange Avenue
Po Box 112
Orlando, FL 32802-0112

700002148847--6

CHANGE OF AGENT

NAME: ENTRELAGOS TRUST CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Carina L. Dunlap

BAChg
KRL 4/21

RECEIVED
97 APR 21 PM 12:18
DIVISION OF CORPORATION

**STATEMENT OF CHANGE OF REGISTERED OFFICE
OR REGISTERED AGENT, OR BOTH**

FILED
97 APR 21 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO THE SECRETARY OF STATE OF THE STATE OF FLORIDA:

Pursuant to the provisions of Section 607.0502, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

- FIRST: The name of the corporation is ENTRELAGOS TRUST CORPORATION.
- SECOND: The address of its present registered office is 200 A John Knox Road, Tallahassee, Florida 32303-6643.
- THIRD: The address to which its registered office is to be changed is 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801.
- FOURTH: The name of its present registered agent is Larry Wolfe.
- FIFTH: The name of its successor registered agent is A.G.C. Co.
- SIXTH: The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
- SEVENTH: Such change was authorized by resolution duly adopted by its Board of Directors.

DATED this 14 day of April, 1997.

ENTRELAGOS TRUST CORPORATION,
a Florida corporation

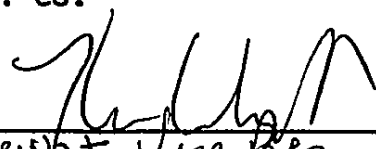
By: 

Rogelio A. Dio
As its: President

The undersigned accepts the appointment of registered agent of ENTRELAGOS TRUST CORPORATION, and is familiar with and accepts the obligations of Section 607.0505, Florida Statutes.

DATED this 18th day of April, 1997.

A.G.C. Co.

By: 
Kenneth C. Weight Vice Pres
As its: Vice President

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FILED
97 APR 21 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CSC
P.O. Box 5828
Tallahassee, FL 32311
(800) 342-8880

P 96000104010
ACCOUNT NO. : 072100000032

REFERENCE : 337163 4329479

AUTHORIZATION :

COST LIMIT : \$ 87.50

Patricia Pyzdek

ORDER DATE : April 21, 1997

ORDER TIME : 9:32 AM

ORDER NO. : 337163-010

CUSTOMER NO: 4329479

CUSTOMER: Karen Bohn, Legal Assistant
Baker & Hostetler Suntrust
200 South Orange Avenue
Po Box 112
Orlando, FL 32802-0112

500002148845--2

DOMESTIC AMENDMENT FILING

NAME: ENTRELAGOS TRUST CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

FILED
97 APR 21 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
97 APR 21 PM 12:18
DIVISION OF CORPORATION

Allen
DES
4/21

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
ENTRELAGOS TRUST CORPORATION

FILED
97 APR 21 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the requirements of Section 607.1006, Florida Statutes, the undersigned does hereby make, swear to, adopt and file this Certificate of Amendment to the Articles of Incorporation of ENTRELAGOS TRUST CORPORATION (the "Corporation"), which Corporation was incorporated under the laws of the State of Florida on December 30, 1996, under Charter No. P96000018103;

1. The members of the Board of Directors have approved a change in par value of the capital stock of the corporation, such consent being made without shareholder approval as no shares of common stock of the Corporation have been issued. Therefore, Article Fifth of the Corporation's Articles of incorporation shall be deleted in its entirety and the following inserted in its place:

"FIFTH: The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock, \$0.01 par value per share."

2. All other provisions of the Corporation's Articles of Incorporation shall remain in full force and effect, unaltered except as expressly provided above.

3. The foregoing amendment to the Articles of Incorporation was unanimously adopted by the Board of Directors of the Corporation on the 14 day of April, 1997.

DATED this 14 day of April, 1997.

ENTRELAGOS TRUST CORPORATION

****CORPORATE SEAL****

By: 

Rogelio A. Dio, President

STATE OF FLORIDA)

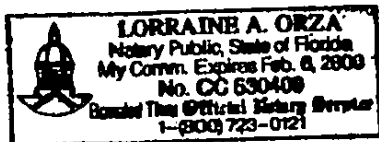
COUNTY OF Orange)

ss

The foregoing was acknowledged before me this 15 day of April, 1997, by ROGELIO A. DIO, to me personally

known, and he acknowledged before me that he executed the foregoing Articles of Amendment to Articles of Incorporation, under oath, for the purposes therein set forth with full authority in the premises.

****NOTARIAL SEAL****



Lorraine Orza
NOTARY PUBLIC, State of Florida

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