

1/13/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: HOLLAND & KNIGHT
CONTACT: KATHY S HEBERER
PHONE: (407)425-8500

ACCT#: 075350000340

FAX #: (407)244-5288

NAME: VISIONLAND HOLDING COMPANY

AUDIT NUMBER.....H98000000746

DOC TYPE.....BASIC AMENDMENT

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PAGES..... 1

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** ENTER 'M' FOR MENU. **

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Attn: Darlene

per our telephone conversation

Kathy

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DIVISION OF CORPORATIONS
initial
OKing
per
Stamp
DC
1/12/98

FILED
98 JAN 13 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendment
01/14/98
DC

1/13/98

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 13, 1998

VISIONLAND HOLDING COMPANY
617 OAK CIRCLE
OVIEDO, FL 32765

SUBJECT: VISIONLAND HOLDING COMPANY
REF: P98000009171

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The preparer's statement is incomplete.

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) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H98000000746
Letter Number: 198A00001946

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
VISIONLAND HOLDING COMPANY

Pursuant to Section 607.1005 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of VISIONLAND HOLDING COMPANY (the "Corporation") are hereby amended according to these Articles of Amendment:

FIRST: The name of the Corporation is VisionLand Holding Company.

SECOND: The Articles of Incorporation shall be amended to delete Article VI in its entirety and replace it with the following:

ARTICLE VI. INITIAL BOARD OF DIRECTORS

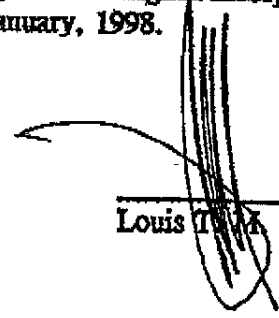
The corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Jim Walter	4320 W. Kennedy Tampa, Florida 33609
Robert Walter	4320 W. Kennedy Tampa, Florida 33609
Robert Begley	617 Oak Circle Oviedo, Florida 32765
Eric Ebbert	4320 W. Kennedy Tampa, Florida 33609

FILED
98 JAN 13 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIRD: The foregoing amendment was adopted by the incorporator without shareholder action, and shareholder action was not required, on January 13, 1998.

IN WITNESS WHEREOF, the undersigned Incorporator of the Corporation has executed this instrument this 13th day of January, 1998.


 Louis T.M. Conti, Incorporator

This instrument prepared by:
 Louis T.M. Conti - Fla. Bar No. 346608
 Holland & Knight LLP - Post Office Box 1526
 Orlando, Florida 32802 - 407 / 425-8500

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