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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 072100000032

REFERENCE : 871624 6471A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 26, 1998

ORDER TIME : 10:09 AM

ORDER NO. : 871624-005

CUSTOMER NO: 6471A

CUSTOMER: David C. Willis, Esq.
Mateer & Harbert, P.A.
P. O. Box 2854

Orlando, FL 32802-2854

*Restated
Articles*

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-06/26/98--01025--017
*****87.50 *****87.50

DOMESTIC AMENDMENT FILING

NAME: CODISCO INTERNATIONAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Turner

EXAMINER'S INITIALS:

RECEIVED
98 JUN 26 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*RTN
6/26/98*

**RESTATED
ARTICLES OF INCORPORATION**

OF

CODISCO INTERNATIONAL, INC.

FILED
98 JUN 26 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Florida Statute §607.1007, the undersigned corporation has adopted the following Restated Articles of Incorporation:

FIRST. The name of the corporation is Codisco International, Inc. (hereinafter referred to as the "Corporation").

SECOND. The street address of the place of business of the Corporation is 488 W. Highbanks Road, Debary, FL 32713.

THIRD. The address of the Corporation's registered office in the State of Florida is 225 E. Robinson Street, Suite 600, Orlando, Florida 32801. The name of its registered agent at such address is Lawrence J. Phalin.

FOURTH. The purpose of the Corporation is to engage solely in the following activities:

(a) to own and operate the real property described in Exhibit A annexed hereto (the "Property"); and

(b) to engage in any activity and exercise any powers permitted to corporations under the laws of the State of Florida that are incident to the foregoing and necessary, desirable or convenient to accomplish the foregoing.

FIFTH. The total number of shares which the Corporation shall have authority to issue is ten thousand (10,000) shares of common stock with a par value of \$0.10 per share.

SIXTH. The Corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding stock at such price and upon such terms as may be agreed upon between the Corporation and the selling stockholder or stockholders.

SEVENTH. The number of directors of the Corporation will not be less than one (1) with the exact number of directors being fixed in the Bylaws. The current Board of Directors consisting of Donald C. Bauerle, Jr. shall continue to serve until his successor is elected.

EIGHTH. An action required or permitted to be taken at a meeting of the Board of Directors of the Corporation may be taken by written action signed, or counterparts of a written action signed, in the aggregate by all of the directors.

NINTH. A director shall, in the performance of his duties, be fully protected in relying in good faith upon the records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of the Corporation's officers or employees, or committees of the Board of Directors, or by any other person as to matters the director reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

TENTH. The Corporation will conduct its affairs in accordance with the following provisions:

(a) the Corporation will maintain separate corporate records and books of account from those of any Beneficial Owners;

(b) the Corporation's assets will not be commingled with those of any other entity;

(c) the Corporation shall not engage in any business other than those necessary for the ownership, management or operation of the Property and any business transactions with any Beneficial Owner or affiliate of the Corporation or any affiliate of any Beneficial Owner of the Corporation shall be entered into upon the terms and conditions that are intrinsically fair and substantially similar to those that would be available on an arms-length basis with third parties other than an affiliate of the Corporation or a Beneficial Owner or an affiliate of a Beneficial Owner or the Corporation;

(d) for so long as the loan from Huntington Capital Corp, its successors and/or assigns, to the Corporation in the approximate amount of \$3,200,000 (such loan, as modified, amended, or extended, the "Loan") shall remain in existence and unpaid, the Corporation shall not incur any debt, secured or unsecured, direct or contingent (including guaranteeing any obligation), other than the Loan;

(e) the Corporation shall be solvent and pay its liabilities from its assets as the same shall become due;

(f) the Corporation shall conduct and operate its business as presently conducted and operated;

(g) the Corporation shall be, and at all times shall hold itself out to the public as, a legal entity separate and distinct from any other entity (including any affiliate thereof, including any Beneficial Owner or any affiliate of any Beneficial Owner of the Corporation);

(h) the Corporation shall file its own tax returns;

(i) the Corporation shall maintain adequate capital for the normal obligations reasonably foreseeable in a business of its size and character and in light of its contemplated business operations;

(j) for so long as the Loan remains outstanding, the Corporation shall not seek or consent to the dissolution or winding up, in whole or in part, of the Corporation; and

(k) the Corporation shall not commingle the funds and other assets of the Corporation with those of any Beneficial Owner of the Corporation, any affiliate of a Beneficial Owner of the Corporation or any other person.

ELEVENTH. Meetings of stockholders shall be held at such place, within or without the State of Florida, as may be designated by or in the manner provided in the Bylaws or, if not so designated or provided, at the registered office of the Corporation in the State of Florida. Elections of directors need not be by ballot unless and except to the extent that the Bylaws so provide. The books of the Corporation may be kept (subject to any provision contained in any applicable statute) outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

TWELFTH. Notwithstanding any other provision of the Articles of Incorporation, Bylaws or any provision of law that otherwise so empowers the Corporation as long as the Loan remains outstanding, the Corporation shall not:

(a) (i) engage in any business or activity other than as authorized by Article FOURTH hereof; (ii) dissolve or liquidate, in whole or in part; or (iii) consolidate with or merge into any other entity or convey, transfer or lease its properties and assets substantially as an entirety to any entity, or permit any entity to merge into it or convey, transfer or lease its properties and assets substantially as an entirety to it; or

(b) amend, alter, change or repeal any of the following articles of this Articles of Incorporation: Article FOURTH, Article TENTH, this Article TWELFTH or Article THIRTEENTH.

THIRTEENTH. The Corporation reserves the right to amend, alter, or repeal any other provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights of stockholders herein are subject to this reservation; provided, however, that Article FOURTH, Article TENTH, Article TWELFTH, and this Article THIRTEENTH may be amended only in accordance with Article TWELFTH of this Certificate of Incorporation.

FOURTEENTH. It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

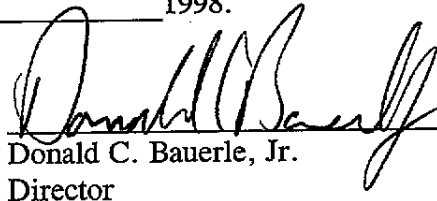
FIFTEENTH. The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

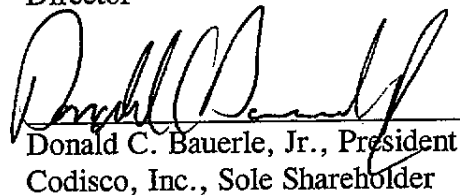
SIXTEENTH. Pursuant to Florida Statute §607.1007(4), the forgoing Restated Articles of Incorporation require consent of the shareholders of the Corporation.

SEVENTEENTH. These Restated Articles of Incorporation supersede and replace the original Articles of Incorporation and all amendments thereto which are inconsistent herewith. These Restated Articles of Incorporation shall not operate to invalidate any action previously taken by the Corporation.

EIGHTEENTH. These Restated Articles of Incorporation shall be effective on the date set forth below.

Executed on this 23 day of June 1998.

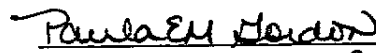

Donald C. Bauerle, Jr.
Director


Donald C. Bauerle, Jr., President
Codisco, Inc., Sole Shareholder

STATE OF NORTH CAROLINA
COUNTY OF MACON

The foregoing instrument was acknowledged before me on June 23, 1998, by Donald C. Bauerle, Jr., as Director of Codisco International, a Florida corporation and President of Codisco, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced FLDL B640-183-50-386.0 (type of identification) as identification.

(AFFIX NOTARY SEAL)


Name: PAULA E. M. GORDON
(Print Name)
Notary Public - State of NORTH CAROLINA

My Commission Expires: 2.14.2000

Exhibit A

(Property Description)

1. Property Address: 3040 N.E. 20th Way, Gainesville, Florida

Lots 5 and 13, of HUGH EDWARDS INDUSTRIAL CENTER, as per Plat thereof, as recorded in Plat Book E, Page 41, of the Public Records of Alachua County, Florida.

2. Property Address: 1015 Headland Avenue, Dothan, Alabama

A lot or parcel of land in the City of Dothan, Houston County, Alabama and being more particularly described as follows: Beginning at a point on the West side of Headland Avenue, 377.38 feet North of the centerline of Wilson Street and thence N01° -45'W along the West side of Headland Avenue, 101.20 feet; thence S87° -45' -27"W, 128.98 feet; thence S05° -27' -02"W, 102.45 feet; thence N87° -37' -26E, 141.38 feet to the point of beginning. Said lot being in the SE ¼ of the SW ¼ of Section 12, T3N, R26E and containing 0.315 acres.

3. Property Address: 4308 North Palafox Street, Pensacola, Florida

A portion of land lying and being in Lot 7 of the BRAINERD AND MCINTYRE SUBDIVISION, Section 8, Township 2 South, Range 30 West, Escambia County, Florida, more particularly described as follows:

Commence at point where the South line of said Lot 7, intersects the Easterly right of way line of Palafox Highway (S.R. #95, 66' R/W) thence running in a Northwesterly direction along the Easterly right of way line of said Palafox Highway a distance of 224.00 feet; thence running in a Northeasterly direction and at right angles to Old right of way line for a distance of 12.80 feet to the POINT OF BEGINNING and the new right of way line of Palafox Highway (S.R. #95, 78.50' R/W) thence continue along the projection of last line for a distance of 268.00 feet; thence deflect left 90 degrees 00 minutes for a distance of 34.00 feet; thence deflect right 90 degrees 00 minutes for a distance of 80.00 feet; thence deflect left 90 degrees 00 minutes for a distance of 106.00 feet; thence deflect left 90 degrees 00 minutes for a distance of 348.00 feet to said new Easterly right of way line of Palafox Highway; thence deflect 90 degrees 00 minutes left along said new Easterly right of way line for a distance of 140.00 feet to the POINT OF BEGINNING. ALL lying and being in Section 8, Township 2 South, Range 30 West, Escambia County, Florida.

4. Property Address: 1010 N.E. 16th Street, Ocala, Florida

Lot 20, ANTHONY INDUSTRIAL PARK, according to the Plat thereof, as recorded in Plat Book S, Page 11, Public Records of Marion County, Florida.

5. Property Address: 7200 Technology Drive, West Melbourne, Florida

Commence at the Northeast corner of the Northwest Quarter of Section 36, Township 27 South, Range 36 East, Brevard County, Florida; thence run South 87 degrees 39 minutes 44 seconds West along the North line of said Northwest Quarter a distance of 330.0 feet; thence run South 00 degrees 47 minutes 18 seconds West a distance of 50.07 feet; thence run South 87 degrees 39 minutes 44 seconds West a distance of 30.04 feet to the POINT OF BEGINNING of the herein described parcel; thence run South 00 degrees 47 minutes 18 seconds West a distance of 332.67 feet; thence run South 87 degrees 39 minutes 44 seconds West a distance of 131.20 feet; thence run North 00 degrees 47 minutes 18 seconds East a distance of 332.67 feet; thence run North 87 degrees 39 minutes 44 seconds East a distance of 131.20 feet to the POINT OF BEGINNING.

6. Property Address: 1100 West 17th Street, Riviera Beach, Florida

Lot 13, Block O, REPLAT OF PLAT NO. 1 LEWIS TERMINALS, according to the Plat thereof, as recorded in Plat Book 27, Pages 39 through 41, inclusive, Public Records of Palm Beach County, Florida, LESS AND EXCEPT therefrom that portion conveyed to John F. Buhler by Deed recorded April 24, 1981, in Official Records Book 3507, Page 1602, described as follows:

A portion of Lot 13, Block O, according to the plat of LEWIS TERMINALS PLAT NO. 1, as recorded in Plat Book 27, Page 40, Public Records of Palm Beach County, Florida, being that portion of said Lot 13, lying Westerly of the following described line:

Beginning at a point on the North line of said Lot 13, 144.43 feet East of the Northwest corner thereof; thence Southerly, turning an angle of 89 degrees 46 minutes 15 seconds from the North line of said Lot 13 in a counterclockwise direction a distance of 200.00 feet to a point on the South line of said Lot 13 and the terminus of the herein described line.

7. Property Address: 601 Codisco Way, Sanford, Florida

Beginning at a point on the North line of Lot 6, SANFORD CENTRAL PARK, according to the Plat thereof, as recorded in Plat Book 33, Pages 64, 65 and 66, of the Public Records of Seminole County, Florida, said point being 56.87 feet South 89 degrees 45 minutes 02 seconds West of the Northeast corner of said Lot 6; thence run North 89 degrees 45 minutes 02 seconds East, along the North line of said Lot 6 and the North line of Lot 7, said SANFORD CENTRAL PARK, 258.00 feet; thence run North 00 degrees 14 minutes 58 seconds West 521.11 feet; thence run North 89 degrees 59 minutes 11 seconds West 430.00 feet; thence run South 00 degrees 14 minutes 58 seconds East, 313.08 feet; thence run South 39 degrees 34 minutes 07 seconds East, 271.45 feet to the POINT OF BEGINNING.

LESS AND EXCEPT therefrom that portion thereof which was conveyed to the City of Sanford by Warranty Deed dated June 28, 1989, recorded July 19, 1989, in Official Records Book 2088, Page 1217, Public Records of Seminole County, Florida, more particularly described as follows:

From the Southeast corner of Lot 31, SMITH'S THIRD SUBDIVISION, as recorded in Plat Book 1, Page 86, Public Records of Seminole County, Florida, run South 89 degrees 39 minutes 40 seconds West along the South line of said Lot 31 a distance of 98.90 feet to the POINT OF BEGINNING, said point being on a curve concave Northeasterly, having a radius of 970.00 feet and a tangent bearing of South 35 degrees 06 minutes 42 seconds East; thence leaving said South line of Lot 31, run Southeasterly along the arc of said curve 180.51 feet through a central angle of 10 degrees 39 minutes 45 seconds to a point of reverse curvature of a curve concave Southwesterly and having a radius of 540.00 feet; thence run Southerly along the arc of said curve 428.77 feet to a point on the North line of SANFORD CENTRAL PARK, as recorded in Plat Book 33, Pages 64 through 66, Public Records of Seminole County, Florida, said point being 310.28 feet South 89 degrees 42 minutes 18 seconds West of the Northeast corner of said Subdivision; thence run South 89 degrees 42 minutes 18 seconds West along said North line 60.00 feet to a point on a curve concave Southwesterly, having a radius of 480.00 feet, and a tangent bearing of North 00 degrees 16 minutes 43 seconds West; thence leaving said North line, run Northwesterly along the arc of said curve, 381.14 feet through a central angle of 45 degrees 29 minutes 44 seconds to a point of reverse curvature of a curve concave Northeasterly and having a radius of 1030.00 feet; thence run Northwesterly along the arc of said curve 232.78 feet through a central angle of 12 degrees 56 minutes 56 seconds to a point on the aforesaid South line of Lot 31; thence run North 89 degrees 39 minutes 40 seconds East along said South line 72.04 feet to the POINT OF BEGINNING.

ALSO LESS AND EXCEPT that portion of the subject property which lies within the property conveyed by Codisco, Inc. to Sanford Central Park, Ltd., a Florida limited partnership, by Warranty deed dated December 2, 1997, recorded December 5, 1997, in Official Records Book 3336, page 1251, Public Records of Seminole County, Florida, more particularly described as follows:

From the Northeast corner of Lot 6, SANFORD CENTRAL PARK, according to the Plat thereof, as recorded in Plat Book 33, at Pages 64, 65 and 66, of the Public Records of Seminole County, Florida, thence run North 89 degrees 45 minutes 02 seconds East, along the North line of Lot 7, said SANFORD CENTRAL PARK, a distance of 342.74 feet to a point on a curve concave Westerly, having a radius of 470.00 feet and a tangent bearing of North 00 degrees 13 minutes 58 seconds West, said point also being the POINT OF BEGINNING; thence run Northwesterly, along the arc of said curve, 373.20 feet through a central angle of 45 degrees 29 minutes 44 seconds to the Point of Reverse Curvature of a curve concave Easterly and having a radius of 1040.00 feet; thence run Northwesterly, along the arc of said curve, 240.11 feet through a central angle of 13 degrees 13 minutes 42 seconds; thence run South 89 degrees 59 minutes 11 seconds East 741.81 feet; thence run South 00 degrees 00 minutes 49 seconds West 518.39 feet; thence run South 89 degrees 45 minutes 02 seconds West 448.64 feet to the POINT OF BEGINNING; LESS right-of-way for Central Park Drive.

8. Property Address: 1100 Waterloo Street, Sarasota, Florida

Commence at the Northwest corner of the Southeast Quarter of the Southwest Quarter of Section 17, Township 36 South, Range 18 East; thence along the West line of said Southeast Quarter of the Southwest Quarter 30.00 feet to a railroad iron; thence continue South along said West line of the Southeast Quarter of the Southwest Quarter, also being the East line of Waterloo Avenue (30-foot wide) as shown on Plat of MONTEREY SUBDIVISION recorded in Plat Book 2, Page 120-A, Public Records of Sarasota County, Florida, 700.00 feet for a POINT OF BEGINNING; thence continue South along said West line of the Southeast Quarter of the Southwest Quarter and also the East line of said Waterloo Avenue, 385.03 feet to a point that lies 25.00 feet from the center line of Grantor's existing spur track, said 25.00 feet being measured on a line radial to said track; thence Northeasterly and Northerly along the arc of a curve concave to the Northwest and lying 25 feet from the center line of said track 439.9 feet more or less to a point that bears due East from the POINT OF BEGINNING; thence due West 188.00 feet to the POINT OF BEGINNING.

9. Property Address: 6003-A Anderson Road, Tampa, Florida

A tract in the Northeast Quarter of the Southwest Quarter of Section 32, Township 28 South, Range 18 East, Hillsborough County, Florida, described as follows:

From the Northeast corner of the Southwest Quarter of said Section 32, run South 89 degrees 57 minutes 00 seconds West along the North boundary of said Southwest Quarter of Section 32, a distance of 150.0 feet; run thence South 0 degrees 07 minutes 00 seconds West, parallel to and 150.0 feet West of the East boundary of said Southwest Quarter of Section 32, a distance of 130.53 feet to a POINT OF BEGINNING, which point is 12.0 feet Southeasterly, measured radially, from the centerline of an existing Seaboard Coast Line Railroad spur tract; from said POINT OF BEGINNING, run South 0 degrees 07 minutes 00 seconds West along the West right of way line of the Seaboard Coast Line Railroad Drew Field Spur Track a distance of 709.32 feet; run thence North 89 degrees 54 minutes 30 seconds West, a distance of 130.1 feet to the Southeast corner of the property conveyed to Tampa Bay Associates by deed recorded in Official Records Book 749, Page 545, Public Records of Hillsborough County, Florida; run thence North 0 degrees 07 minutes 00 seconds East, parallel to an 280.1 feet West of the East boundary of the Southwest Quarter of Section 32, along the East boundary of said Tampa Bay Associates property, a distance of 200.0 feet; run thence North 89 degrees 53 minutes West along the North boundary of said Tampa Bay Associates property a distance of 224.0 feet to a point on the Eastern right of way line of Anderson Avenue; run thence North 26 degrees 30 minutes 00 seconds West along said Eastern right of way line a distance of 310.82 feet to a point which lies 12.0 feet Southerly, measured at right angles, from the centerline of the previously mentioned existing Seaboard Coast Line Railroad spur track; run thence North 89 degrees 50 minutes 50 seconds East, parallel to said spur track, a distance of 68.34 feet; run thence Northeasterly along a curve to the left, which curve is approximately 505.7 feet in length, is concentric with and 12.0 feet Southeasterly from the centerline of said spur track, and is subtended by the following chords: North 81 degrees 10 minutes 40 seconds East, 167.80 feet; North 61 degrees 42 minutes 10 seconds East, 167.80 feet; North 41 degrees 50 minutes 00 seconds East, 167.80 feet; and which curb terminated at the POINT OF BEGINNING.

LESS THE FOLLOWING:

A tract in the Northeast Quarter of the Southwest Quarter of Section 32, Township 28 South, Range 18 East, Hillsborough County, Florida, described as follows: From the Northeast corner of the Southwest Quarter of said Section 32, run South 89 degrees 57 minutes 00 seconds West along the North boundary of said Southwest Quarter of Section 32 a distance of 150.00 feet; run thence South 0 degrees 07 minutes 00 seconds West, parallel to and 150.00 feet West of the East boundary of said Southwest Quarter of Section 32, a distance of 536.33 feet to a POINT OF BEGINNING; from said POINT OF BEGINNING, run South 0 degrees 07 minutes 00 seconds West along the West right of way line of the Seaboard Coast Line Railroad Drew Field Spur Track a distance of 303.32 feet; run thence North 89 degrees 54 minutes 30 seconds West a distance of 130.10 feet to the Southeast corner of the property conveyed to Tampa Bay Associates by deed recorded in Official Records Book 749, Page 545, Public Records of Hillsborough County, Florida; run thence North 0 degrees 07 minutes 00 seconds East, parallel to and 280.1 feet West of the East boundary of the Southwest Quarter of Section 32, along the East boundary of said Tampa Bay Associates property, a distance of 200.00 feet; run thence North 89 degrees 53 minutes 00 seconds West along the North boundary of said Tampa Bay Associates property a distance of 224.00 feet to a point on the Eastern right-of-way line of Anderson Road; run thence North 26 degrees 30 minutes 00 seconds West along said Eastern right of way line, a distance of 210.73 feet; leaving said Eastern right of way line, run thence North 45 degrees 44 minutes 10 seconds East a distance of 70.00 feet; run thence South 89 degrees 53 minutes 00 seconds East a distance of 194.86 feet; run thence South 0 degrees 07 minutes 00 seconds West a distance of 134.04 feet; run thence South 89 degrees 53 minutes 00 seconds East a distance of 201.50 feet to the POINT OF BEGINNING.

**CERTIFICATE TO BE FILED WITH
THE FLORIDA SECRETARY OF STATE
PURSUANT TO FLORIDA STATUTE §607.1007(4)(b)**

Pursuant to Florida Statute §607.1007(4)(b), the undersigned Corporation executes the following Certificate:

1. The name of the Corporation is Codisco International, Inc.
2. The Restated Articles of Incorporation were adopted on June 24, 1998.
3. At the time of the adoption of Restated Articles of Incorporation, the sole Shareholder was Codisco, Inc. and the sole member of the Board of Directors of the Corporation was Donald C. Bauerle, Jr.
4. The Restated Articles of Incorporation were adopted by unanimous consent of the Shareholders and Board of Directors without a meeting dated June 24, 1998 pursuant to Florida Statute §§607.0704 and 607.0821.

Dated: June 24, 1998

CODISCO INTERNATIONAL, INC., a
Florida corporation

By: Donald C. Bauerle, Jr.
Donald C. Bauerle, Jr.
Director

Donald C. Bauerle, Jr.
Donald C. Bauerle, Jr., President
Codisco, Inc., Sole Shareholder

STATE OF NORTH CAROLINA
COUNTY OF MACON

The foregoing instrument was acknowledged before me on JUNE 23, 1998, by Donald C. Bauerle, Jr., as Director of Codisco International, a Florida corporation and President of Codisco, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced FLDL B640-183-50-386-0 (type of identification) as identification.

(AFFIX NOTARY SEAL)

Paula E.M. Gordon
Name: PAULA E.M. GORDON
(Print Name)
Notary Public - State of NORTH CAROLINA
My Commission Expires: 2-14-2000