

P 9800007573 7

LAW OFFICE OF

JO CLAIRE SPEAR, P.A.

877 EXECUTIVE CENTER DRIVE W., SUITE 303
ST. PETERSBURG, FLORIDA 33702
PHONE (813) 578-0454 • FAX (813) 579-1202

FILED
98 DEC 11 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 9, 1998

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

800002710338-3
-12/11/98-01081-008
*****35.00 *****35.00

Re: Filing of Second Articles of Amendment
to Articles of Incorporation for
Kell Estates Development, Inc.

Dear Clerk:

Enclosed is an original and one (1) copy of the executed Second Articles of Amendment to Articles of Incorporation of KELL ESTATES DEVELOPMENT, INC. Please endorse your approval of the Articles of Amendment on the duplicate copy provided and return same to me in the enclosed postage-paid envelope.

A check in the amount \$35.00 is enclosed to cover the filing fee.

If you find any problems with the enclosed document, or require additional information, please contact the undersigned by telephone rather than returning any documents. Thank you for your assistance.

Sincerely,


Jo Claire Spear

Enclosure

Amend.
12-21-98
CC

SECOND ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
KELL ESTATES DEVELOPMENT, INC.

FILED
98 DEC 11 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation filed on August 27, 1998, bearing document number P98000075737.

FIRST: Amendment(s) adopted: Article V of the Articles of Incorporation is hereby modified to read as follows:

" **ARTICLE V**
CAPITAL STOCK

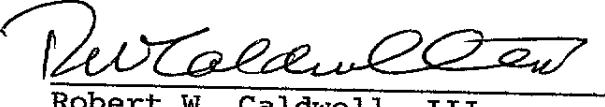
This Corporation is authorized to issue 1,000 shares of common stock with a par value of \$1.00 per share, 500 of such shares shall be voting common stock, and 500 of such shares shall be nonvoting common stock (except to the extent that such limitation in voting rights may be prohibited by the Florida Business Corporation Act). The holders of such shares shall have identical rights in the profits and the assets of the Corporation."

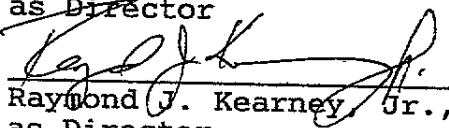
SECOND: The date of adoption of the Amendment was effective as of September 30, 1998.

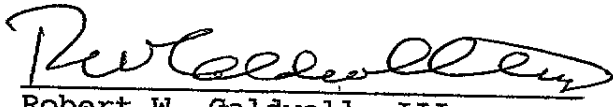
THIRD: The Amendment does not provide for an exchange, reclassification, or cancellation of issued shares.

FOURTH: The Amendment was adopted by all shareholders and all directors of the Corporation.

IN WITNESS WHEREOF, for purposes of amending the Articles of Incorporation, the undersigned has executed these Second Articles of Amendment on this 27 day of November, 1998, effective as of September 30, 1998.


Robert W. Caldwell, III,
as Director


Raymond J. Kearney, Jr.,
as Director


Robert W. Caldwell, III,
as Shareholder


Catherine D. Caldwell,
as Shareholder

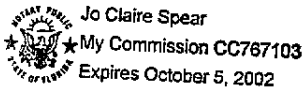

Raymond J. Kearney, Jr.,
as Shareholder


ACKNOWLEDGMENTS

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ROBERT W. CALDWELL, III, as Shareholder & Director, and CATHERINE D. CALDWELL, as Shareholder, both known to me and known by me to be the person who executed the foregoing Second Articles of Amendment to Articles of Incorporation of Kell Estates Development, Inc., and they acknowledged before me that they executed those Articles of Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 27th day of November, 1998.



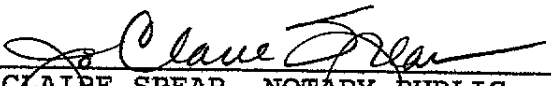

JO CLAIRE SPEAR, NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
Serial No.: CC767103
My commission expires: 10/5/2002
(Notary Seal)

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared RAYMOND J. KEARNEY, JR., as Shareholder and Director, known to me and known by me to be the person who executed the foregoing Second Articles of Amendment to Articles of Incorporation of Kell Estates Development, Inc., and he acknowledged before me that he executed those Articles of Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 27th day of November, 1998.




JO CLAIRE SPEAR, NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
Serial No.: CC767103
My commission expires: 10/5/2002
(Notary Seal)