



THE UNITED STATES
CORPORATION
COMPANY

P98000084868

ACCOUNT NO. : 072100000032

REFERENCE : 071481 4381472

AUTHORIZATION : *Patricia Pigato*

COST LIMIT : \$ 35.00

ORDER DATE : December 18, 1998

ORDER TIME : 11:44 AM

ORDER NO. : 071481-005

CUSTOMER NO: 4381472

700002716367--7

CUSTOMER: Janice Myers, Legal Assistant
Broad And Cassel
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

Amend

DOMESTIC AMENDMENT FILING

NAME: COLLIER RANCH GENERAL CORP.

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: Christopher Smith

EXAMINER'S INITIALS:

FILED
98 DEC 18 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ADK

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF**

COLLIER RANCH GENERAL CORP.

FILED
98 DEC 18 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as President of COLLIER RANCH GENERAL CORP., a Florida corporation (the "Corporation"), desiring to amend the Articles of Incorporation of the Corporation pursuant to Section 607.1006 of the Florida Business Corporation Act (the "ACT"), states as follows:

1. The current name of the Corporation is COLLIER RANCH GENERAL CORP.
2. The date of the filing of the original Articles of Incorporation of the Corporation was October 2, 1998.
3. The Articles of Incorporation of the Corporation are amended by adding the following language to the end of Article VI entitled "Initial Board of Directors," as follows:

"The number of directors may hereafter be increased or decreased as provided in the bylaws of the Corporation. There shall at all times be an independent director who is not affiliated with any owner, officer or other director of the Corporation. The consent of the independent director shall be required prior to the Corporation: (1) filing a voluntary petition in bankruptcy on behalf of itself or any entity in which it is a general partner, voluntarily dissolving itself or any entity in which it is a general partner, or voluntarily subjecting itself or any entity in which it is a general partner to insolvency proceedings, or acquiring or consenting to any of the foregoing; (2) changing its (or any entity in which it is a general partner) single purpose as set forth below; (3) engaging (or causing any entity in which it is a general partner to engage) in any business unrelated to its single purpose; (4) commingling (or causing any entity in which it is a general partner to commingle) its funds, books, or accounts with any other entity or person; (5) identifying (or causing any entity in which it is a general partner to identify) itself as a legal entity not separate and apart from any other person or entity; or (6) amending this provision or Article VII below."

4. The Articles of Incorporation of the Corporation are amended further by adding a new Article VII entitled "Purpose," as follows:

ARTICLE VII - PURPOSE

"The purpose or purposes for which the corporation is organized is to act as general partner in Collier Ranch Limited Partnership and all matters incidental thereto."

5. The amendment to the Articles of Incorporation of the Corporation was approved by a Shareholders' and Directors' Action by Written Consent in Lieu of Special Meeting dated as of December 17, 1998.

IN WITNESS WHEREOF, the undersigned has executed this Amendment this 17th day of December, 1998.

COLLIER RANCH GENERAL CORP.,
a Florida corporation

By: 
Robert C. Laird, President