

P99000001337

Jill Fisher Powers
Executive Vice President
General Counsel



May 25, 1999

Via Airborne Express

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

Re: Amendment to Articles of Incorporation of Signature Properties

Dear Sir or Madam:

Enclosed is an original and copy of Articles of Amendment to the Articles of Incorporation of Signature Properties, Inc. Also enclosed is a check for \$43.75 to cover the fees for filing of the amendment and for a certified copy. Please stamp the copy and return it to me in the attached self-addressed envelope.

Thank you for your help in this matter. If you have questions, please do not hesitate to contact me at 727-538-5468, ext. 205.

Very truly yours,

Tammy E. Gray

Tammy E. Gray
Legal Assistant to
Executive Vice President and General Counsel

cc: Jill Powers
Liz Klements

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*****43.75 *****43.75

FILED
99 MAY 27 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amend
LJ 6-4-69*

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SIGNATURE PROPERTIES, INC.**

FILED
99 MAY 27 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following provision of the Articles of Incorporation of Signature Properties, Inc., a Florida corporation ("Corporation"), Charter Number P99000001337 is hereby amended as shown below:

Article XI of the Articles of Incorporation of this Corporation is amended to read in its entirety as follows:

**ARTICLE IX
ELECTIONS REGARDING CERTAIN PROVISIONS OF THE
FLORIDA STATUTES**

Section 1. Pursuant to Section 607.0901 of the Florida Statutes, unless certain conditions are satisfied or unless these Articles of Incorporation contain a provision expressly electing not to be governed by Section 607.0901, an affiliated transaction shall only be approved by an affirmative vote of the holders of two thirds (2/3) of the voting shares other than the shares beneficially owned by the interested shareholder. For purposes of this Corporation, Section 607.0901 of the Florida Statutes shall not apply.

Section 2. Pursuant to Section 607.0902 of the Florida Statutes, unless otherwise provided in these Articles of Incorporation or Bylaws of this Corporation before a control-share acquisition has occurred, in the event control shares acquired in a control-share acquisition are accorded full voting rights and the acquiring person has acquired control shares with a majority or more of all voting power, all shareholders of an issuing public corporation shall have dissenters' rights to receive the fair value of their shares as provided by law. For purposes of this Corporation, Section 607.0902 of the Florida Statutes shall not apply.


The foregoing amendment was adopted by a Joint Corporate Action of the Board of Directors and the sole Shareholder of this Corporation dated May 24, 1999.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, has executed these Articles of Amendment as of May 24, 1999.

Prepared by: Michael H. Krul, Esq., FL Bar #0196954
Ruden, McClosky, et al., P.O. Box 1900
Fort Lauderdale, Florida 33301
(954) 764-6660

SIGNATURE PROPERTIES, INC.

By: _____


Richard W. Cope, President

Prepared by: Michael H. Krul, Esq., FL Bar #0196954
Ruden, McClosky, et al., P.O. Box 1900
Fort Lauderdale, Florida 33301
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