

P99000031938

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000073748 5)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 205-0380

From:

Account Name : THE ST. JOE COMPANY  
Account Number : I20000000110  
Phone : (904) 858-5236  
Fax Number : (904) 858-5296

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2001 JUN 14 PM 4:07

BASIC AMENDMENT

SUNSHINE STATE CYPRESS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

06/14/01

DC

Amended & Restated  
Articles

RECEIVED  
01 JUN 14 PM 1:38  
DIVISION OF CORPORATIONS

H010000737485

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2001 JUN 14 PM 4:07

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SUNSHINE STATE CYPRESS, INC.**

Pursuant to the provisions of §607.1007 of the Florida Business Corporation Act, the undersigned corporation pursuant to resolutions approved by the sole shareholder and duly adopted by its board of directors, adopts the following restated and amended articles of incorporation which shall supersede the original articles of incorporation filed with the Florida Secretary of State on April 5th, 1999, including all amendments thereto.

**Article I – Name**

The name of the corporation (the "Company") shall be Sunshine State Cypress, Inc.

**Article II - Principal Place of Business and Mailing Address**

The principal place of business and mailing address of the Company shall be 1650 Prudential Drive Suite 400, Jacksonville Florida 32207.

**Article III – Purpose**

The general nature of the Company shall be to conduct any lawful business permitted under the laws of the State of Florida, unless otherwise stated in its bylaws and other states the Company may be authorized to transact business.

**Article III – Stock**

The maximum number of shares of stock that the Company is authorized to have outstanding at any time is seven thousand five hundred (7,500) shares having a one dollar (\$1.00) par value, all of which shall be common stock of the same class. All shares of common stock issued shall be fully paid and non-assessable. The Company shall have the right to issue fractional shares.

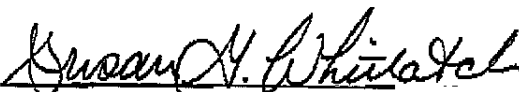
**Article IV – Duration**

The Company shall have perpetual existence.

**Article V – Registered Agent and Address**

The street address of the Company's registered agent is 1650 Prudential Drive Suite 400, Jacksonville Florida 32207 and the registered agent for the Company is Lawrence Paine.

IN WITNESS WHEREOF these Amended and Restated Articles of Incorporation have been executed by its Secretary this 13th day of June, 2001.

By:   
Susan G. Whitlatch, Assistant Secretary

H010000737485

JUN. 14. 2001 12:58PM

ST JOE CORP

NO. 3099 P. 3

**H010000737485**

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for Sunshine State Cypress, Inc. at the place designated in the amended and restated articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Section 607.0501(3), Florida Statutes.

Date: June 13, 2001



\_\_\_\_\_  
Lawrence Paine

**H010000737485**