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PLEASE REPLY TO:
POST OFFICE DRAWER 2366
WINTER PARK, FLORIDA 32790-2366
FACSIMILE (407) 740-0310

P99000032974

October 12, 1999

VIA FEDEX

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

300003013743--1
-10/13/99--01052--008
*****43.75 *****43.75

Re: Articles of Amendment to the Articles of Incorporation of Berdons
Management Company

Gentlemen:

Enclosed is the original and one copy of the Articles of Amendment to the
Articles of Incorporation of Berdons Management Company, together with a check for
\$43.75 to cover the filing fee and certified copy fee.

Once the Articles of Amendment have been filed, please return the certified copy
to this office.

Sincerely yours,


William P. Weatherford, Jr.

*Amend
10-21-99
WWS*

WPWjr/ddd
Enclosures
cc: L.R. Effron

E:\WPW\CLIENT\BERDONS\ART-AMD.LTR

FILED
99 OCT 13 AM 10:33
DIVISION OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION
OF BERDONS MANAGEMENT COMPANY

FILED
99 OCT 13 AM 10:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

Article I - Name

The name of the corporation is BERDONS MANAGEMENT COMPANY (hereinafter referred to as the "Corporation").

Article II - Adoption and Text of Amendments

All of the directors of the Corporation approved a resolution amending Article VII of the Articles of Incorporation by written consent dated October 12, 1999 in accordance with the provisions of Section 607.0821 of the Florida Statutes, and all of the shareholders of the Corporation approved the resolution amending Article VII of the Articles of Incorporation by written consent dated October 12, 1999, in accordance with the provisions of Section 607.0704 of the Florida Statutes. The following is a true and correct copy of the resolution amending Article VII of the Articles of Incorporation:

RESOLVED, that Article VII of the Articles of Incorporation of the Corporation be amended in its entirety to read as follows:

ARTICLE VII - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be one (1).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The names and addresses of the members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

Name

Address

William P. Weatherford, Jr.

5013 Edgewater Drive
Orlando, Florida 32810

Article III - Effective Date of Amendment

The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing the Articles of Amendment to the Articles of Incorporation with the Secretary of State of the State of Florida.

Dated October 12, 1999.

BERDONS MANAGEMENT COMPANY

By: 

William P. Weatherford, Jr.,
Vice President

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