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FEE, KOBLEGARD & DeROSS

ATTORNEYS AT LAW

An Affiliation of Professional Associations

401-A SOUTH INDIAN RIVER DRIVE
FORT PIERCE, FLORIDA 34950

FRANK FEE (1913-1983)
OTIS R. PARKER, JR. (1910-1982)

TELEPHONE
(561) 461-5020

TELECOPIER
(561) 468-8461

FRANK H. FEE, III
R.N. KOBLEGARD, III, -
Board Certified Civil Trial Lawyer
of FEE & KOBLEGARD, P.A.

JOSEPH J. DeROSS, JR.
of JOSEPH J. DeROSS, JR., P.A.

July 1, 1998

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

800002579128-8
-07/02/98-01057-020
*****35.00 *****35.00

Re: FCC Management Company

Dear Sir or Madam:

Enclosed please find an original and one copy of Certificate of Amendment to Articles of Incorporation of FCC Management Company. Also enclosed is a check in the amount of \$35.00 for the filing fee.

Please return a conformed copy of the Certificate of Amendment in the enclosed stamped envelope. Thank you.

Yours very truly,

Connie S. Moore

Connie S. Moore
Legal Assistant

csM

enclosure

FILED
98 JUL -2 AM 11:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

KRP
7/14

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

FILED
98 JUL -2 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FCC MANAGEMENT COMPANY, a Florida corporation, under its corporate seal and the hands of its President, Joseph E. Beale, Jr. and its Secretary, Edgar A. Brown, hereby certifies that:

I.

The Board of Directors of said corporation, at a meeting called and held on June 16, 1998, adopted the following resolutions:

RESOLVED, that Article "First" of the Articles of Incorporation of FCC MANAGEMENT COMPANY, be, and the same is hereby amended to read as follows:

"FIRST"

The name of this corporation shall be:

FLORIDA AGRI MANAGEMENT COMPANY

RESOLVED FURTHER, that this proposed Amendment of Article II of the Articles of Incorporation of Corporation shall become effective upon filing of this Certificate with the Florida Department of State.

II.

That a meeting of the stockholders of the corporation called by the Board of Directors was held on June 16, 1998, and at said special meeting of the stockholders said amendment of the Articles of Incorporation was duly adopted by unanimous vote.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed in its name by its President and its corporate seal to hereunto affixed, and attested by its Secretary, this 30th day of June, 1998.

FCC MANAGEMENT COMPANY

By: Joseph E. Beale, Jr.
Joseph E. Beale, Jr.
President

Attest: Edgar A. Brown
Edgar A. Brown
Secretary

STATE OF FLORIDA
COUNTY OF St. Lucie

On this day personally appeared before me, the undersigned officer, authorized by the laws of the State of Florida to take acknowledgments, JOSEPH E. BEALE, JR. and EDGAR A. BROWN, President and Secretary, respectively, of FCC MANAGEMENT COMPANY, a Florida corporation, and they acknowledged that they executed the above and foregoing Certificate of Amendment as such officers for and on behalf of the corporation, after having been duly authorized to do so.

WITNESS MY hand and official seal at Fort Pierce, St. Lucie County, Florida, this 30th day of June, 1998.

Connie Sue Moore
CONNIE SUE MOORE, NOTARY PUBLIC
State of Florida at Large
My Commission Expires: _____



Connie Sue Moore
MY COMMISSION # CC619625 EXPIRES
April 4, 2001
BONDED THRU TROY FAIR INSURANCE, INC.