



V11679

ACCOUNT NO. : 072100000032

REFERENCE : 277176 4329325

AUTHORIZATION :

Patricia Pizitz

COST LIMIT : \$ 87.50

ORDER DATE : February 28, 1997

ORDER TIME : 11:12 AM

200002101472--3

ORDER NO. : 277176-005

CUSTOMER NO: 4329325

CUSTOMER: Ms. Carol L. Wright
Brant Moore Macdonald & Wells,
P. O. Box 4548

Jacksonville, FL 32201-4548

DOMESTIC AMENDMENT FILING

NAME: JAX CONSTRUCTION
EQUIPMENT, INC.

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: Deborah Schroder

EXAMINER'S INITIALS:

Amendment 2/28/97
DC

FILED
97 FEB 28 PM 4:09
TALLAHASSEE STATE
FLORIDA

ARTICLES OF AMENDMENT
JAX CONSTRUCTION EQUIPMENT, INC.

FILED
97 FEB 28 PM 4:09
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

These Articles of Amendment are filed pursuant to Florida Statute Section 607.1006, to reflect an amendment to the Articles of Incorporation of JAX CONSTRUCTION EQUIPMENT, INC., and in connection therewith, the undersigned officers, acting upon authority of the Board of Directors of JAX CONSTRUCTION EQUIPMENT, INC., and upon authority of the holders of a majority of the shares entitled to vote on said amendment, hereby set forth as follows:

1. The name of this Corporation is JAX CONSTRUCTION EQUIPMENT, INC.

2. The Articles of Incorporation of JAX CONSTRUCTION EQUIPMENT, INC. have been amended by deleting Article 4 in its entirety and by substituting in lieu thereof the following Article:

"ARTICLE 4 - Stock

A. Authorized Shares. The aggregate of shares of capital stock authorized to be issued by this Corporation shall be 2,000 shares of capital stock with a par value of \$1.00 per share of which 1,000 shares shall be designated as voting common stock and 1,000 shares shall be designated as non-voting common stock.

B. Relative Rights and Preferences. The relative rights, privileges and limitations of the voting common stock and the non-voting common stock shall be in all respects identical, share for share, except that the voting common stock shall entitle the holder thereof to one vote for each share of voting common stock on all matters requiring the vote or approval of the stockholders of the Corporation and the holders of the non-voting common stock shall not have any right or power to vote."

3. The Articles of Incorporation of JAX CONSTRUCTION EQUIPMENT, INC. have been amended by adding a new Article 8 as follows:

"ARTICLE 8 - INDEMNIFICATION

(a) The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil or criminal, administrative, or investigative by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees at all trial and appellate levels), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees at all trial and appellate levels), actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which

such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(c) to the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections (a) or (b) or this Article 8, or in defense of any claim, issue, or matter therein, such director or officer shall be indemnified against expenses (including attorneys' fees at trial and appellate levels) actually and reasonably incurred by him in connection therewith without the necessity of a determination that such director or officer met the applicable standard of conduct.

(d) Any indemnification under Sections (a) or (b) of this Article 8, unless pursuant to a determination by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections (a) or (b) of this Article 8. Such determination shall initially be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding. If the Board of Directors shall, for any reason, decline to make such a determination, then such determination shall be made by the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit, or proceeding; provided, however, that a determination made by the Board of Directors pursuant to this Section may be appealed to the shareholders by the party seeking indemnification or any party entitled to call a special meeting of the shareholders pursuant to the bylaws of this Corporation and, in such case, the determination made by the majority vote of a quorum consisting of shareholders who were not parties to such action, suit, or proceeding shall prevail over a contrary determination of the Board of Directors pursuant to this Section.

(e) Expenses (including attorneys' fees at all trial and appellate levels) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon a preliminary

determination following one of the procedures set forth in this Article 8, that a director or officer met in the applicable standard of conduct set forth in this Article 8, and upon receipt of an agreement by or on behalf of the director or officer to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article 8.

(f) The Corporation may make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any agreement, vote of shareholders or disinterested directors or otherwise, both as to action in the indemnified party's official capacity and as to action in another capacity while holding such office.

(g) Indemnification as provided in this Article 8 shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

(h) The Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article 8. In the event that the Corporation elects to purchase and maintain the insurance described hereinabove, such insurance shall be primary and nothing contained in this Article 8 shall be deemed or construed as creating a policy of insurance.

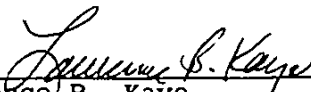
(i) If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the shareholders or by an insurance carrier pursuant to insurance maintained by the Corporation, the Corporation shall, not later than the time of delivery to shareholders of written notice of the next annual meeting of shareholders unless such meeting is held within three (3) months from the date of such payment, and, in any event, within fifteen (15) months from the date of such payment, deliver either personally or by mail to each shareholder of record at the time entitled to vote for the election of directors a statement specifying the persons paid, the amount paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

(j) This Article 8 shall be interpreted to permit indemnification to the fullest extent permitted by law. If any part of this Article shall be found to be invalid or ineffective in any action, suit, or proceeding, the validity and effect of the remaining part thereof shall not be affected. The provisions of this Article 8 shall be applicable to all actions, claims, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after its adoption."

4. In accordance with Florida Statute Section 607.1003, the referred to amendment was adopted by the Board of Directors on February 27, 1997, and written consent to the said Amendment was given on February 27, 1997 by the holders of a majority of the shares entitled to vote thereon in accordance with Florida Statutes Section 607.0704. The number of votes cast for the Amendment by the stockholders is sufficient for approval of the Amendment by all voting groups of the Corporation.

5. Upon the filing of these Articles of Amendment by the Department of State, the above referred to amendment shall become effective and the Articles of Incorporation of JAX CONSTRUCTION EQUIPMENT, INC. shall be deemed to be amended accordingly.

DATED this 27th day of February, 1997.



Lawrence B. Kaye
President



Lawrence B. Kaye
Secretary

V13020

3/20/97

ATTN: DEPARTMENT of STATE - Division of Corporations

DEAR SIR:

The below noted corporations have made
the following address change:

From 7575 Dr. Phillips Blvd
Suite 365
Orlando, Fla. 32819

To 7600 Dr. Phillips Blvd.
Suite 64
Orlando, Fla. 32819

Corporations:

<u>Company Name</u>	<u>ID #</u>
ORLANDO GROUP, INC.	59-3170988
VISTA REALTY GROUP, INC.	59-3116262
REALTY DEVELOPMENT CONSULTING, INC.	59-3118661
WESTWOOD LAKES PROPERTY OWNERS' ASSOCIATION, INC.	59-2776361
Bayhill LAND COMPANY	59-2892390
ST. JAMES MORTGAGE CO., INC.	59-2990777

(over)

LT
324

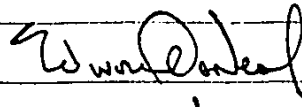
Company Name

ID #

ORLANCO REALTY GROUP, INC.

59-3273684

Very truly yours,



EDWARD A. NEAL

VICE PRESIDENT / REGISTERED
AGENT

Phone # 407-345-8444

V14845

FLORIDA DEPARTMENT OF STATE
Sandra B. Hammond
Secretary of State

March 20, 1997

POWER AND GRACE, INC.
4431 HOLLY BROOK WAY
SARASOTA, FL 34233 US

SUBJECT: POWER AND GRACE, INC.
Ref. Number: V14845

Debit Memo #: 3597-A

This is to inform you that check #1827 in the amount of \$165.00 submitted with the annual report for POWER AND GRACE, INC. has been returned by your bank because of ACCOUNT CLOSED.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$180.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after May 20, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey
Accountant I

Letter Number: 997A00014118