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AUSLEY & MCMULLEN

ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(850) 224-9115 FAX (850) 222-7560

FILED
97 DEC 29 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 29, 1997

HAND DELIVERY

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

RE: Northwest Florida Ostrich Ranch, Inc.

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-12/30/97--01001--009
*****35.00 *****35.00

Dear Sir or Madam:

Please find enclosed one original and one copy of Articles of Amendment for the above-referenced corporation along with a check in the amount of \$35.00 for your filing fee. Please date stamp the copy effective today and phone me (425-5399) when the copy is ready for pick-up.

Thank you for your assistance.

Sincerely,

Karen Kite Trifiro
Karen Kite Trifiro, CLA
Certified Legal Assistant
to Robert D. Pierce

RECEIVED
97 DEC 29 PM 3:00
DIVISION OF CORPORATIONS

Enclosures

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**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
NORTHWEST FLORIDA OSTRICH RANCH, INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, **Northwest Florida Ostrich Ranch, Inc.**, adopts the following Articles of Amendment to its Articles of Incorporation.

1. Article III of the Articles of Incorporation is amended to read:

ARTICLE IV - SHARES

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,500 shares of common stock with a par value of \$1.00 per share. The class of common stock shall be composed of 755 shares of voting stock and 745 shares of non-voting stock. The common stock, both voting and non-voting, except as to rights to vote shall in all other respects have identical rights.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the Directors at a meeting called for such purpose.

2. Pursuant to Sections 607.0821 and 607.0704, Florida Statutes, all of the Shareholders and the Directors of the Corporation on January 1, 1997 have authorized and consented in writing to the filing of this Amendment to the Corporation's Articles of Incorporation.

DATED December 29, 1997

Northwest Florida Ostrich Ranch, Inc.

By: _____

Charles D. Sims
Its President