



243986

ACCOUNT NO. : 072100000032

REFERENCE : 773185 41001A

AUTHORIZATION :

Patricia Pruitt

COST LIMIT : \$ 43.75

ORDER DATE : July 24, 2000

ORDER TIME : 11:29 AM

ORDER NO. : 773185-010

CUSTOMER NO: 41001A

CUSTOMER: Ms. Susan Whitlatch
The St. Joe Company
Suite 400, Dupont Center
1650 Prudential Drive
Jacksonville, FL 32207

Amended & Restated

800003333078--0

Articles

DOMESTIC AMENDMENT FILING

NAME: TALISMAN SUGAR CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull

EXAMINER'S INITIALS:

FILED
00 JUL 24 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 JUL 24 PM 12:11
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NR
7/26/00

402250, 00579, 00672



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 24, 2000

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: TALISMAN SUGAR CORPORATION
Ref. Number: 243986

RESUBMIT

Please give original
returning date as file date.

We have received your document for TALISMAN SUGAR CORPORATION and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 900A00040338

RECEIVED
00 JUL 26 AM 10:39
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
FOR
TALISMAN SUGAR CORPORATION**

FILED
00 JUL 24 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.1006 of the Florida Business Corporation Act, the undersigned corporation pursuant to resolutions duly adopted by its Board of Directors, adopts the following restated and amended articles of incorporation.

Article I – Name & Principal Place of Business

The name of the corporation (the “Company”) shall be Talisman Sugar Corporation and the principal place of business shall be located at 1650 Prudential Drive, Suite 400 Jacksonville, Florida 32207.

Article II – 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 10,000 shares having no 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.

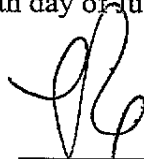
Article IV – Duration

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 18th day of July, 2000.



Lawrence Paine

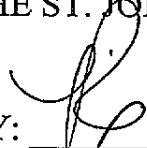
**CERTIFICATE OF APPROVAL AND ADOPTION OF THE AMENDED
AND RESTATED ARTICLES OF THE ARTICLES OF
INCORPORATION BY THE SOLE SHAREHOLDER
OF
TALISMAN SUGAR CORPORATION**

Pursuant to the Florida Business Corporation Act, this Florida profit corporation submits the attached amended and restated articles of the articles of incorporation:

FIRST: The amended and restated articles of incorporation were approved and adopted by the sole shareholder on July 18th, 2000.

SECOND: The amended and restated articles of incorporation were approved by the sole shareholder and the number of votes cast were sufficient for approval.

THE ST. JOE COMPANY

BY: 

Lawrence Paine, Assistant Secretary

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **Talisman Sugar Corporation** 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: July 18th, 2000



Lawrence Paine

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUL 24 PM 1:46

FILED