

243986



ACCOUNT NO. : 072100000032
REFERENCE : 885878 41001A
AUTHORIZATION : Patricia Pigot
COST LIMIT : \$ 43.75

FILED
00 NOV -2 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 2, 2000
ORDER TIME : 4:19 PM
ORDER NO. : 885878-005
CUSTOMER NO: 41001A
CUSTOMER: Ms. Susan Whitlatch
The St. Joe Company
Suite 400, Dupont Center
1650 Prudential Drive
Jacksonville, FL 32207

Amended
or
Restated
Articles
700003449507--0

DOMESTIC AMENDMENT FILING

NAME: TALISMAN SUGAR CORPORATION

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: Sandra Mathis EXT 1165
EXAMINER'S INITIALS:

RECEIVED
00 NOV -2 PM 4:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*02250, 00578, 00524, 00612

11/6/00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 3, 2000

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: TALISMAN SUGAR CORPORATION
Ref. Number: 243986

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:

Articles of Correction must be filed within 10 business days of the date that the original document was filed.

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

Annette Ramsey
Corporate Specialist

Letter Number: 400A00057259

RESUBMIT
Please give original
submission date as file date.

RECEIVED
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
NOV -3 PM 4:38
NOT RECORDED
TO AVOID DELAY
SUFFICIENCY OF FILING

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TALISMAN SUGAR CORPORATION

00 NOV -2 PM 5:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §607.1007 of the Florida Business Corporation Act, the undersigned corporation pursuant to resolutions approved by the sole shareholder and duly adopted by its board of directors, adopts the following restated and amended articles of incorporation which shall supersede the original articles of incorporation filed with the Florida Secretary of State on January 21, 1961, including all amendments thereto.

Article I – Name

The name of the corporation (the “Company”) shall be Talisman Sugar Corporation.

Article II - Principal Place of Business and Mailing Address

The principal place of business shall be located at 1650 Prudential Drive Suite 400, Jacksonville, Florida 32207 and the mailing address shall be 1650 Prudential Drive Suite 400-Legal Dept., Jacksonville, Florida, 32207.

Article III – 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 ten thousand (10,000) shares having a 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.

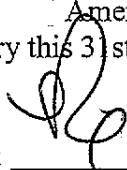
Article IV – Duration

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 31st day of October, 2000.

By: 

Lawrence Paine

ACCEPTANCE OF REGISTERED AGENT

FILED
00 NOV -2 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: October 31, 2000



Lawrence Paine

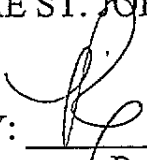
CERTIFICATE OF APPROVAL AND ADOPTION OF THE AMENDED
AND RESTATED ARTICLES OF THE ARTICLES OF
INCORPORATION BY THE SOLE SHAREHOLDER
OF
TALISMAN SUGAR CORPORATION

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