Inst # 1994-11026

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WINDMERE DEVELOPMENT CO., INC

Pursuant to the provisions of Code of Alabama (1975), §10-2A-113, the undersigned Corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is:

Windmere Development Co., Inc.

2. The amendment so adopted is:

FIRST: Article 1 of the original Articles of Incorporation is hereby amended by deleting said Article 1 in its entirety and substituting in lieu thereof the following:

The name of the Corporation is:

Windchase Development Co., Inc.

SECOND: Except as hereinabove amended, the Articles of Incorporation of the Corporation are continued in full force and effect.

3. The number of shares of the Corporation outstanding at the time of the adoption of the amendment was 1,000 and the number of shares entitled to vote thereon was 1,000.

4. The foregoing Amendment to the Articles of Incorporation of the Corporation was unanimously adopted by the shareholders and the directors of the Corporation on April 5, 1994, pursuant to Code of Alabama (1975), §§10-2A-56 and 10-2A-66.

5. The amendment does not provide for an exchange, reclassification or cancellation of issued shares.

6. The amendment does not effect a change in the amount of stated capital of the Corporation.

This the 5th day of April, 1994.

ATTEST:

John Baird
John Baird
Secretary

WINDMERE DEVELOPMENT CO., INC.

By: C. S. G.
Charles S. Givianpour
President

04/05/1994-11026
12:30 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
006 MCD 35.00

VERIFICATION

The undersigned, Charles S. Givianpour, President of Windmere Development Co., Inc., an Alabama corporation (the "Corporation"), hereby certifies, as such President, that Charles S. Givianpour and John Baird, whose names as the respective President and Secretary of the Corporation are signed to the foregoing Articles of Amendment, constitute such respective officers of the Corporation and that the statements set forth in the foregoing Articles of Amendment are true and correct.

WITNESS, my hand and seal this 4th day of April, 1994.

C. S. G

Charles S. Givianpour
President

Sworn to and Subscribed
before me this the 4th day
of April, 1994.

Maxine Gray-Benton
Notary Public

My Commission Expires: 6/10/97

91600

WRITTEN CONSENT OF BOARD OF DIRECTORS
OF
WINDMERE DEVELOPMENT CO., INC.
IN LIEU OF SPECIAL MEETING

The following action is taken by the Board of Directors of Windmere Development Co., Inc. (the "Corporation") through this Written Consent and in lieu of holding a special meeting of the Board of Directors, pursuant to the provisions of Code of Alabama (1975), §10-2A-66, the Articles of Incorporation of the Corporation and the Bylaws of the Corporation:

1. The following resolution is hereby adopted:

   RESOLVED: That the Amendment to the Corporation's Articles of Incorporation, changing the name of the Corporation from Windmere Development Co., Inc. to Windchase Development Co., Inc., attached hereto as Exhibit A is hereby approved; and that the proper officers of the Corporation are hereby authorized and directed to execute and file such documents as may be necessary to effect such amendment.

2. The Secretary is hereby instructed to insert this instrument into the Corporation's minute book.

The foregoing action is unanimously consented to, without a meeting, by all of the members of the Board of Directors of the Corporation as evidenced by the execution of this instrument.

DATED: April 5, 1994.

Charles S. Givianpour
Director

John Baird
Director

103538

WRITTEN CONSENT OF SHAREHOLDERS
OF
WINDMERE DEVELOPMENT CO., INC.
IN LIEU OF SPECIAL MEETING

The following action is taken by the shareholders of Windmere Development Co., Inc. (the "Corporation") through this Written Consent and in lieu of holding a special meeting of the shareholders, pursuant to the provisions of Code of Alabama (1975), §10-2A-56, the Articles of Incorporation of the Corporation and the Bylaws of the Corporation:

1. The following resolution is hereby adopted:

   RESOLVED: That the Amendment to the Corporation's Articles of Incorporation, changing the name of the Corporation from Windmere Development Co., Inc. to Windchase Development Co., Inc., attached hereto as Exhibit A is hereby approved; and that the proper officers of the Corporation are hereby authorized and directed to execute and file such documents as may be necessary to effect such amendment.

2. The Secretary is hereby instructed to insert this instrument into the Corporation's minute book.

The foregoing action is unanimously consented to, without a meeting, by all of the shareholders of the Corporation as evidenced by the execution of this instrument.

DATED: April 5, 1994.

C-S-V

Charles S. Givianpour
Shareholder

John Baird
Shareholder

91607

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

pursuant to the provisions of Section 10-2A-26, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Windchase Development Co., Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Laurel Bellenger, 1600 Southtrust Tower, Birmingham, AL 35203 for a period of one hundred twenty days beginning April 5, 1994 and expiring August 4, 1994.

ALABAMA GREAT SEAL

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

April 5, 1994

Date

Jim Bennett

Jim Bennett **Secretary of State**

INC – 2

State of Alabama

SHELBY County

CERTIFICATE OF AMENDMENT

OF

WINDMERE DEVELOPMENT CO., INC. into WINDCHASE DEVELOPMENT CO., INC.

The undersigned, as Judge of Probate of SHELBY *County, State of Alabama, hereby certifies* that duplicate originals of Articles of AMENDMENT of WINDMERE DEVELOPMENT CO., INC. into WINDCHASE DEVELOPMENT CO., INC. duly signed and verified pursuant to the provisions of Section 10-2A-113 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of AMENDMENT of WINDMERE DEVELOPMENT CO., INC. into WINDCHASE DEVELOPMENT CO., INC. and attaches hereto a duplicate original of the Articles of AMENDMENT.

GIVEN Under My Hand and Official Seal on this the 5th day of APRIL, 19 94.

Thomas A. Snowden, Jr.

Judge of Probate

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04/05/1994-11026
12:30 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
006 MCB 35.00