

EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS CHARTER

COMPOSITION AND MEETINGS

The Executive Committee is a committee of the Board of Directors that shall consist of no less than three directors, a majority of whom shall be in the judgment of the Board “independent” in accordance with New York Stock Exchange listing standards and the Company’s Corporate Governance Guidelines.

The Board of Directors appoints the members of the Executive Committee, on the recommendation of the Nominating and Governance Committee. The Board may, upon recommendation by the Nominating and Governance Committee, remove any Executive Committee member at any time with or without cause.

The Executive Committee shall meet as circumstances dictate. Meetings may be called by the Chairman of the Committee, or the Chairman of the Board or Chief Executive Officer. The Committee shall operate pursuant to the Bylaws of the Company, including Bylaw provisions governing notice of meetings and waivers of notice, the number of Committee members required to take actions at meetings and by written consent, and other related matters. The Committee shall maintain minutes of its meetings and report its findings to the Board after each Committee meeting but not later than the next Board meeting.

PURPOSE / DUTIES AND RESPONSIBILITIES

Pursuant to Article II, Section 11 of the Company’s Bylaws, the Executive Committee shall exercise all the powers of the Board of Directors in the management of the business and affairs of the corporation between meetings of the Board of Directors, to the fullest extent permitted under Florida law.

Notwithstanding the foregoing, pursuant to Section 607.0825 of the Florida Business Corporation Act, the Executive Committee shall not have the authority to:

- A. approve or recommend to shareholders actions or proposals required by the Florida Business Corporation Act to be approved by shareholders;
- B. fill vacancies on the Board of Directors or any committee of the Board of Directors;
- C. adopt, amend or repeal the Bylaws;
- D. authorize or approve the reacquisition of shares unless pursuant to a general formula or method specified by the Board of Directors; or
- E. authorize or approve the issuance or sale or contract for the sale of shares, or determine the designation and relative rights, preferences, and limitations of a voting group except to the extent and within limits specifically authorized by the Board of Directors.

ADDITIONAL RESOURCES

The Executive Committee shall have the right, to the extent required between Board meetings, to use reasonable amounts of time of the Company’s internal staff and to hire independent experts, lawyers

and other consultants to assist and advise the Committee in connection with its responsibilities. The Committee shall keep the Chairman of the Board advised as to the general range of anticipated expenses for outside consultants.

Adopted: April 12, 1995
Amended: July 21, 2003