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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549
FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 1997

Commission file number 1-10466

St. Joe Corporation

(Exact name of registrant as specified in its charter)

Florida	59-0432511
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
Suite 400, 1650 Prudential Drive, Jacksonville, Florida	32207
(Address of principal executive offices)	(Zip Code)

(904) 396-6600
(Registrant's telephone number, including area code)

None
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
YES X NO

APPLICABLE ONLY TO CORPORATE ISSUERS:

As of March 31, 1997 there were 30,565,937 shares of common stock, no par value, outstanding.

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PART I Financial Information:

ST. JOE CORPORATION
CONSOLIDATED BALANCE SHEETS
(Dollars in thousands)

	March 31, 1997 (Unaudited)	December 31, 1996
ASSETS		
Current Assets:		
Cash & cash equivalents	$ 129,085	$ 449,013
Short-term investments	66,227	88,011
Accounts receivable	53,496	57,517
Inventory	23,728	18,677
Other assets	20,972	17,455
Total current assets	293,508	630,673
Investment & Other Assets:		
Marketable securities	332,378	282,827
Other assets	61,313	58,571
Total investment and other assets	393,691	341,398
Property, plant & equipment	1,167,064	1,156,642
Accumulated depreciation	(325,953)	(322,475)
Net property, plant & equipment	841,111	834,167
Total assets	$1,528,310	$1,806,238
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable	$ 28,567	$ 28,480
Accrued liabilities	20,506	21,615
Income tax payable	13,623	6,864
Total current liabilities	62,696	56,959
Accrued casualty reserves and other liabilities	19,375	18,185
Deferred income taxes	260,512	254,873
Minority interest in consolidated subsidiaries	282,492	279,280
Stockholders' Equity:		
Common stock, no par value; 60,000,000 shares authorized; 30,565,937 and 30,498,650 issued and outstanding at March 31, 1997 and December 31, 1996, respectively	13,054	8,714
Retained earnings	825,983	1,125,161
Net unrealized gains on marketable securities available for sale	68,321	63,066
Restricted stock deferred compensation	(4,123)	-
Total stockholders' equity	903,235	1,196,941
Total liabilities and stockholders' equity	$1,528,310	$1,806,238

See notes to consolidated financial statements.

ST. JOE CORPORATION
CONSOLIDATED STATEMENTS OF INCOME AND RETAINED EARNINGS
(Unaudited)
(Dollars in thousands except per share amounts)

	Three months ended March 31, 1997	1996
Net sales	$ 19,992	$ 125,519
Operating revenues	68,387	45,443
Total revenues	88,379	170,962
Cost of sales	13,794	34,276
Operating expenses	54,634	34,652
Selling, general and administrative expenses	9,696	8,636
Operating profit	10,255	93,398
Other income (expense):		
Dividends	798	706
Interest income	9,601	4,060
Interest expense	(91)	(67)
Gain on sales and other dispositions of property	74	2,811
Other, net	1,484	1,397
Total other income (expense)	11,866	8,907
Income before income taxes and minority interest	22,121	102,305
Income tax expense	10,274	39,197
Income before minority interest	11,847	63,108
Minority interest	(3,837)	(3,429)
Income from continuing operations	8,010	59,679
Income from discontinued operations:		
Earnings from discontinued operations (net of income taxes of $4,975)	-	8,889
Net income	8,010	68,568
Retained earnings at beginning of period	1,125,161	955,239
Dividends	(307,188)	(1,525)
Retained earnings at end of period	$ 825,983	$1,022,282
PER SHARE DATA:		
Income from continuing operations	$ 0.26	$ 1.96
Earnings from discontinued operations	-	0.29
Net income	$ 0.26	$ 2.25

See notes to consolidated financial statements.

ST. JOE CORPORATION
CONSOLIDATED STATEMENT OF CASHFLOWS
(Unaudited)
(Dollars in thousands)

	Three months ended March 31, 1997	1996
Cash flows from operating activities:		
Net income	$ 8,010	$ 68,568
Adjustments to reconcile net income to cash provided by operating activities:		
Depreciation and depletion	7,364	6,826
Minority interest in income	3,837	3,429
Gain on sale of property	74	(2,811)
Amortization of deferred compensation	217	-

Increase in deferred income taxes	2,686	29,893
Changes in operating assets and liabilities:		
Accounts receivable	4,021	(7,660)
Inventories	(5,051)	(4,240)
Other assets	(6,259)	12,096
Accounts payable, accrued liabilities and casualty reserves	(43)	(564)
Income taxes payable	6,759	16,058
Discontinued operations-noncash charges and working capital changes	-	22,543
Cash provided by operating activities	21,615	144,138
Cash flows from investing activities:		
Purchases of property, plant and equipment	(15,776)	(19,902)
Investing activities of discontinued operations	-	(2,448)
Purchases of investments:		
Available for sale	(6,765)	(106,682)
Held to maturity	(74,513)	-
Proceeds from dispositions of assets	1,397	4,841
Maturities and redemptions of investments:		
Available for sale	5,901	63,149
Held to maturity	55,816	10,200
Cash used in investing activities	(33,940)	(50,842)
Cash flows from financing activities:		
Dividends paid to stockholders	(307,188)	(1,525)
Dividends paid to minority interest	(415)	(416)
Cash used in financing activities	(307,603)	(1,941)
Net increase (decrease) in cash and cash equivalents	(319,928)	91,355
Cash and cash equivalents at beginning of period	449,013	16,802
Cash and cash equivalents at end of period	$ 129,085	$ 108,157
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Interest	$ 91	$ 476
Income taxes	$ 1,028	$ -

See notes to consolidated financial statements.

ST. JOE CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)
(DOLLARS IN THOUSANDS)

1. The accompanying unaudited interim financial statements have been prepared pursuant to the rules and regulations for reporting on Form 10-Q. Accordingly, certain information and footnotes required by generally accepted accounting principles for complete financial statements are not included herein. The interim statements should be read in conjunction with the financial statements and notes thereto included in the Company's latest Annual Report on Form 10-K. In the opinion of the Company, the accompanying unaudited consolidated financial statements contain all adjustments (consisting of only normal recurring accruals) necessary to present fairly the financial position as of March 31, 1997 and December 31, 1996 and the results of operations and cash flows for the three month periods ended March 31, 1997 and 1996. The results of operations for the three month periods ended March 31, 1997 and 1996 are not necessarily indicative of the results that may be expected for the full year.

2. On April 11, 1996, St. Joe Industries, Inc., a wholly owned subsidiary of the Company, sold the stock of St. Joe Communications, Inc. (SJCI) to TPG Communications, Inc. SJCI also sold its interest in four cellular partnerships. These sales represent the Company's entire Communication segment. On May 30, 1996, the Company sold its linerboard mill and container plants. The Company retained its forestry operation.

Net operating results of the Communications segment and for the linerboard mill and container plants for the three month periods ended March 31, 1997 and 1996 were shown as earnings from discontinued operations in the accompanying statement of income and retained earnings.

3. The Company and its subsidiaries are involved in litigation on a number of matters and are subject to certain claims which arise in the normal course of business, none of which, in the opinion of management, is expected to have a material adverse effect on the Company's consolidated financial position or results of operations.

The Company has retained certain self-insurance risks with respect to losses for third party liability, property damage and group health insurance provided to employees.

The Company is subject to costs arising out of environmental laws and regulations, which include obligations to remove or limit the effects on the environment of the disposal or release of certain wastes or substances at various sites, including sites which have previously been sold. It is the Company's policy to accrue and charge against earnings environmental cleanup costs when it is probable that a liability has been incurred and an amount is reasonably estimable. As assessments and cleanups proceed, these accruals are reviewed and adjusted, if necessary, as additional information becomes available.

The Company is currently a party to, or involved in, legal proceedings directed at the cleanup of six Superfund sites. The Company has accrued an allocated share of the total estimated cleanup costs for these six sites. Based upon management's evaluation of the other potentially responsible parties, the Company does not expect to incur additional amounts even though the Company has joint and several liability. Other proceedings involving environmental matters such as alleged discharge of oil or waste material into water or soil are pending against the Company.

It is not possible to quantify future environmental costs because many issues relate to actions by third parties or changes in environmental regulation. However, based on information presently available, management believes that the ultimate disposition of currently known matters will not have a material effect on the financial position, liquidity, or results of operation of the Company. As of March 31, 1997 and December 31, 1996, the aggregate environmental related accruals were $5.5 million, respectively. Environmental liabilities are paid over an extended period and the timing of such payments cannot be predicted with any confidence.

4. On January 7, 1997, the Company adopted the 1997 Stock Incentive Plan ("the Incentive Plan"), subject to shareholder approval, whereby awards may be granted to certain employees and non-employee directors of the Company in the form of restricted shares of the Company stock or options to purchase Company stock. Awards are discretionary and are determined by the Compensation Committee of the Board of Directors. The total amount of restricted shares and options available for grant under the Incentive Plan is 1.85 million shares. During the first quarter of 1997, awards were granted to certain officers of the Company totaling 1.3 million shares. The options were granted at the Company's current market price on the date of grant and range from $64.50 to $77.50. The options are exerciseable in equal installments on the first five anniversaries of the date of grant and expire generally 10 years after date of grant.

Effective January 6, 1997, the Company also granted to Mr. Rummell, Chairman and CEO of the Company, 67,287 restricted shares of the Company's common stock. The restricted shares vest in equal installments on the first five anniversaries of the date of grant. The Company has recorded deferred compensation of $4.1 million for the unamortized portion of this grant as of March 31, 1997. Compensation expense related to this grant totaled approximately $.2 million for the first quarter.

Statement of Financial Accounting Standards ("SFAS") No. 123, Accounting for Stock-Based Compensation, permits entities to recognize as expense over the vesting period the fair value of all stock-based awards on the date of grant. Alternatively, SFAS No. 123 also allows entities to apply the provisions of Accounting Principles Board ("APB") Opinion No. 25, Accounting for Stock Issued to Employees, and provide pro forma net income and pro forma earnings per share disclosures for employee stock option grants as if the fair-value-based method defined in SFAS No. 123 had been applied. Under APB No. 25, compensation expense would be recorded on the date of grant only if the current market price of the underlying stock exceeded the exercise price. The Company has elected to apply the provisions of APB Opinion No. 25 and provide the pro forma disclosure provisions of SFAS No. 123. The disclosures are not required for interim reporting.

5. On January 10, 1997, the Company purchased for $5.5 million, a 38% limited partnership interest in Deerfield Park, LLC, a limited partnership established to acquire and develop 554 acres of land in Fulton County, Georgia. No equity was recorded in the first quarter of 1997.

6. The linerboard mill at Port St. Joe was shutdown in April, 1997 for an indefinite period of time due to soft market conditions in the paper industry. The Company continues to evaluate the impact of this shutdown on its sales related to the wood fiber supply agreement and its transportation revenues generated from shipments of wood to the mill. The financial impact to transportation (ANRR) and forestry segments operations would have a significant adverse impact on the segments' revenues, operating profit, net income and cash flow if the mill does not honor the annual tonnage requirement of the agreement. Forestry and transportation are considering the alternatives available to it to mitigate this potential loss.

7. On May 5, the Company announced that it has made a proposal to the Board of Directors of Florida East Coast Industries (FECI) under which the Company and FECI would merge and all shares of FECI stock owned by others than the Company would be exchanged for cash at $102 per share.

   There are approximately 9.1 million shares of FECI common stock outstanding, of which approximately 4.9 million, or 54%, are owned by St. Joe. On May 2, 1997, the closing price on the New York Stock Exchange of FECI common stock was $88 3/4 per share and of St. Joe was $73 1/4 per share.

   The proposed merger would be subject to all required regulatory approvals and approval by the shareholders of FECI, as well as other customary terms and conditions. The proposal is also

   subject to negotiation of a merger agreement containing terms and conditions mutually satisfactory to the parties.

   The Company is evaluating various financing alternatives. There can be no assurances when, if or on what terms the Company and FECI can reach agreement with respect to the Company's proposal.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE CONSOLIDATED FINANCIAL CONDITION AND RESULTS OF OPERATIONS

OVERVIEW

The Company reported net income of $8.0 million or $.26 per share for the first quarter of 1997 as compared to $68.5 million or $2.25 per share for the comparative quarter of 1996. Operating results for 1996 included income from discontinued operations totaling $8.9 million, net of tax. Included in 1997's net income are operating profits of $10.2 million as compared to $93.4 million in 1996, which was attributable primarily to a real estate condemnation sale for $84 million.

On May 5, the Company announced that it has made a proposal to the Board of Directors of Florida East Coast Industries (FECI) under which the Company and FECI would merge and all shares of FECI stock owned by others than the Company would be exchanged for cash at $102 per share. There are approximately 9.1 million shares of FECI common stock outstanding, of which approximately 4.9 million, or 54%, are owned by St. Joe. On May 2, 1997, the closing price on the New York Stock Exchange of FECI common stock was $88 3/4 per share and of St. Joe was $73 1/4 per share. The proposed merger would be subject to all required regulatory approvals and approval by the shareholders of FECI, as well as other customary terms and conditions. The proposal is also subject to negotiation of a merger agreement containing terms and conditions mutually satisfactory to the parties.

The Company's cash and equivalents was reduced $305 million during the first quarter of 1997 by the distribution of the previously announced special dividend of $10 per share for stockholders of record on March 21, 1997.

On February 25, 1997, the Board of Directors approved and Interim Severance Program. The program was available to all employees (including early and regular retirees) who elected to leave employment with the Company prior to May 2, 1997. Based on the number of employees electing to participate, the Company accrued severance totaling approximately $2.5 million at March 31, 1997.

RESULTS OF OPERATIONS

TRANSPORTATION

QUARTER ENDED MARCH 31, 1997
($ IN MILLIONS)

	1997	1996	% Change
Operating Revenues	48.4	45.4	6.6
Operating Expenses	33.9	34.7	(2.3)
Selling, General and Administrative Expenses	4.5	5.2	(13.5)
Operating Profit	10.0	5.6	78.6

FEC contributed $45.3 million of operating revenues and Apalachicola Northern Railroad Company (ANRR) contributed $3.1 million for the first quarter of 1997. FEC's operating revenues were up $2.9 million compared to 1996 due to an increase in the number of shipments. ANRR's operating revenues attributable to freight were lower than last year due to fewer shipments to the linerboard mill, offset by additional income from leasing of freight cars to others. Operating expenses were $.8 million lower than prior year, and selling, general and administrative expenses were $.7 million lower than prior year, primarily due to the discontinuance of a rail operation and a trucking operation in 1996.

REAL ESTATE

QUARTER ENDED MARCH 31, 1997
($ IN MILLIONS)

	1997	1996	% Change
Net Sales	14.5	92.7	(84.0)
Cost of Sales	11.9	7.0	70.0
Selling, General and Administrative Expenses	1.6	0.9	78.0
Operating Profit	1.0	84.8	(99.0)

Real estate net sales decreased $78.2 million in the first quarter of 1997 compared to 1996. A Southwood Properties (Southwood) condemnation sale for $84 million attributed to the majority of 1996's revenue. Current years revenues include sales of property by Gran Central Corporation (GCC) totaling $5.5 million with cost of sales totaling $6.1 million and Southwood sales totaling $.3 million with cost of sales totaling $ .01 million. Rental revenues totaled $8.7 million in 1997 compared to $7.7 million in 1996. This 13% increase was due to six new buildings placed into service this year, which added 735,000 square feet of office space. Operating expenses related to realty revenues were $5.6 million in 1997 for a 35.6% gross margin compared to $4.8 million for a 37.7% gross margin in 1996. The decrease in gross margin is attributable primarily to increased depreciation on new buildings placed in service since last year. Selling, general and administrative costs are up in 1997 due to non-recurring legal fees and additional salaries and benefits.

FORESTRY

QUARTER ENDED MARCH 31, 1997
($ IN MILLIONS)

	1997	1996	% Change
Net Sales	13.8	14.1	(2.1)
Cost of Sales	13.8	14.2	(2.8)
Selling, General and Administrative Expenses	1.0	1.3	(23.1)
Operating Profit (Loss)	(1.0)	(1.4)	28.6

Sales to the linerboard mill decreased consistently with requirements per the wood fiber supply agreement entered into in connection with the linerboard mill sale in 1996. Sales were lower by $1.2 million as a result of this decrease. Cost of sales were lower than previous year's, as more sales of Company grown timber with lower cut and haul costs occurred in 1997 versus 1996. General and administrative expenses were slightly lower than the prior year due to reductions in staffing which occurred subsequent to the sale of the linerboard mill and container plants in 1996.

SUGAR

QUARTER ENDED MARCH 31, 1997
($ IN MILLIONS)

	1997	1996	% Change
Net Sales	11.7	18.7	(37.4)
Cost of Sales	8.9	13.1	(32.1)
Selling, General and Administrative Expenses	1.4	1.4	0.00
Operating Profit (Loss)	1.4	4.2	(66.7)

The sugar segment experienced a 36% volume decrease in the first quarter of 1997 compared to 1996, as well as a $12.41 (2.8%) per ton decrease in sales price, resulting in a net decrease of $7 million in sales revenue. Cost of sales as a percentage of sales increased from 70.1% to 76.1% due primarily to cultivation expenses increasing approximately $19.30 per ton, compared to 1996, offset partially by

lower harvesting and indirect costs. Selling, general and administrative expense levels were consistent with 1996. Included in selling, general and administrative expense is the Everglades Agricultural Privileges Tax of $310,000 and $329,000 for the first quarter of 1997 and 1996 respectively.

OTHER INCOME increased $3.0 million in the first quarter of 1997 compared to 1996. Interest income increased by $5.6 million reflecting increased investment. In 1996 gain on sales and other dispositions of property was primarily due to the installment sale of fiber optic conduits by FEC.

OTHER SELLING, GENERAL AND ADMINISTRATIVE EXPENSES, not allocated to segments, for the first quarter of 1997 total $4.0 million compared to $.3 million in 1996; as previously discussed, as a result of costs associated with the Interim Severance Program, new management increasing staffing and related new hire costs. The Company's effective tax rate was 46.4% in 1997 compared to 38.3% in 1996 primarily as a result of the 50% exise tax totaling $1.4 million on the change in prepaid pension cost.

FINANCIAL POSITION

As a result of the distribution of the special dividend of $10 per share paid during the first quarter, cash decreased approximately $305 million. The Company's current ratio is strong at 4.6 at March 31, 1997 after the distribution.

Stockholders' equity at March 31, 1997 was $29.55 per share, a decrease of $9.70 from December 31, 1996, due to total dividends paid of $307 million, including the special dividend and regular dividend in the first quarter.

PART II - OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K

(a) Exhibits

3a. Articles of merger merging St. Joe Container Company into St. Joe Forest Products Company

3b. Articles of merger merging St. Joe Forest Products Company into St. Joe Industries, Inc.

3c. Articles of merger merging St. Joe Industries, Inc. into St. Joe Corporation

27 Financial Data Schedule (for SEC use only).

(b) Reports on Form 8-K

A Report on Form 8-K Item 5. "Other Events" was filed on May 9, 1997.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

St. Joe Corporation

Date: May 14, 1997	/s/ Peter S. Rummell
	Peter S. Rummell Chief Executive Officer
Date: May 14, 1997	/s/ J. M. Jones, Jr.
	J. M. Jones, Jr. Chief Financial Officer (Principal Financial Officer) (Principal Accounting Officer)

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Exhibit 3a

STATE OF FLORIDA
DEPARTMENT OF STATE

I certify that the attached is a true and correct copy of the Articles of Merger, filed on March 20, 1997 effective March 21, 1997, for ST. JOE FOREST PRODUCTS, the surviving Florida corporation, as shown by the records of this office.

The document number of this corporation is H82653.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
Twentieth day of March, 1997

/s/ Sandra B. Mortham

Sandra B. Mortham
Secretary of State

[STATE OF FLORIDA SEAL]

2

EFFECTIVE DATE
3-21-97 10:00 A.M.

FILED

97 MAR 20 PM 3:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

merging

St. Joe Container Company

into

St. Joe Forest Products Company

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned corporations deliver the following Articles of Merger for the purpose of merging St. Joe Container Company, a Florida corporation (the "Subsidiary"), into St. Joe Forest Products Company, a Florida corporation which shall be the surviving corporation (the "Surviving Corporation").

1. Attached hereto as Exhibit A is the Plan of Merger adopted by the Board of Directors of the Surviving Corporation on January 15, 1997 pursuant to Section 607.1104 of the Act.

2. The effective date of the merger is 10:00 a.m. on March 21, 1997.

3. Pursuant to Section 607.1104 of the Act, no shareholder approval was required in connection with this merger.

ST. JOE CONTAINER COMPANY	ST. JOE FOREST PRODUCTS COMPANY
By:/s/ W.L. Thornton	By:/s/ Edward C. Brownlie
Winfred L. Thornton	Edward C. Brownlie
Chairman	Vice President

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Exhibit 3b

STATE OF FLORIDA
DEPARTMENT OF STATE

I certify that the attached is a true and correct copy of the Articles of Merger, filed on March 20, 1997 effective March 21, 1997, for ST. JOE INDUSTRIES, the surviving Florida corporation, as shown by the records of this office.

The document number of this corporation is H82652.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capitol, this the
Twentieth day of March, 1997

/s/ Sandra B. Mortham

Sandra B. Mortham
Secretary of State

[STATE OF FLORIDA SEAL]

2

EFFECTIVE DATE
3-21-97 12:00 P.M.

FILED
97 MAR 20 PM 3:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

merging

St. Joe Forest Products Company

into

St. Joe Industries, Inc.

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned corporations deliver the following Articles of Merger for the purpose of merging St. Joe Forest Products Company, a Florida corporation (the "Subsidiary"), into St. Joe Industries, Inc., a Florida corporation which shall be the surviving corporation (the "Surviving Corporation").

1. Attached hereto as Exhibit A is the Plan of Merger adopted by the Board of Directors of the Surviving Corporation on January 15, 1997 pursuant to Section 607.1104 of the Act.

2. The effective date of the merger is 12:00 p.m. on March 21, 1997.

3. Pursuant to Section 607.1104 of the Act, no shareholder approval was required in connection with this merger.

ST. JOE FOREST PRODUCTS COMPANY	ST. JOE INDUSTRIES, INC.
By:/s/ Edward C. Brownlie	By:/s/ Edward C. Brownlie
Edward C. Brownlie	Edward C. Brownlie
Vice President	Vice President

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Exhibit 3c

STATE OF FLORIDA
DEPARTMENT OF STATE

I certify that the attached is a true and correct copy of the Articles of Merger, filed on March 20, 1997 effective March 21, 1997, for ST. JOE CORPORATION, the surviving Florida corporation, as shown by the records of this office.

The document number of this corporation is 132442.

Given under my hand and
the Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twentieth day of March, 1997

/s/ Sandra B. Mortham

Sandra B. Mortham
Secretary of State

[STATE OF FLORIDA SEAL]

2

EFFECTIVE DATE
3-21-97 2:00 P.M.

FILED 97 MAR 20 PM 3:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

merging

St. Joe Industries, Inc.

into

St. Joe Corporation

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), the undersigned corporations deliver the following Articles of Merger for the purpose of merging St. Joe Industries, Inc., a Florida corporation (the "Subsidiary"), into St. Joe Corporation, a Florida corporation which shall be the surviving corporation (the "Surviving Corporation").

1. Attached hereto as Exhibit A is the Plan of Merger adopted by the Board of Directors of the Surviving Corporation on January 15, 1997 pursuant to Section 607.1104 of the Act.

2. The effective date of the merger is 2:00 p.m. on March 21, 1997.

3. Pursuant to Section 607.1104 of the Act, no shareholder

approval was required in connection with this merger.

ST. JOE INDUSTRIES, INC.	ST. JOE CORPORATION
By:/s/ Edward C. Brownlie	By:/s/ J. Malcolm Jones, Jr.
Edward C. Brownlie	J. Malcolm Jones, Jr.
Vice President	Vice President

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THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE FINANCIAL STATEMENTS OF THE ST. JOE CORPORATION FOR THE THREE-MONTH PERIOD ENDED MARCH 31, 1997 AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.
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