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**ROTH FOLEY
BRYANT & COOPER**

An Association of Professional Service Corporations

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May 29, 1997

IRVIN D. FOLEY
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Of Counsel:
JAMES E. FAHEY
DAVID W. GRAY

* Also Admitted in Indiana
** Also Admitted in the District of
Columbia and Associated with Roth &
Cooper, P.S.C. • All Others Associated
With Foley & Bryant, P.S.C.

Secretary of State
P. O. Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00

Dear Sir:

Enclosed is an amendment to the Articles of Incorporation of Pearce Ranch, Inc., a Florida corporation, which we wish to file in your office.

Also enclosed is our check payable to the Department of State in the amount of \$35 in payment of your filing fee.

Also enclosed is a copy of the Articles of Incorporation which we would appreciate your stamping and returning to us.

If you have any questions, please call me collect at (502) 569-7550.

Sincerely yours,

James E. Fahey

JEF:W

Amend.

Enclosures

FILED
97 JUN -2 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT TO THE ARTICLES OF INCORPORATION
(CERTIFICATE OF INCORPORATION)
OF PEARCE RANCH, INC.

FILED
97 JUN -2 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pearce Ranch, Inc., a Florida corporation, having its principal office at 1114 S. W. 15th Street, Okeechobee, Florida, does hereby amend its Articles of Incorporation (Certificate of Incorporation), as set forth below:

Article IV of the Articles of Incorporation (Certificate of Incorporation) of said Corporation is deleted and in its place there is inserted a new Article IV which shall read as set forth below. This amendment to the Articles of Incorporation (Certificate of Incorporation) has been effected in conformity with the provisions of the Florida statutes presently in effect.

Article IV. The address of the registered office and principal place of business of the Corporation in the State of Florida shall be 1114 S. W. 15th Street, Okeechobee, Florida. The registered agent of the Corporation shall be Marian D. Pearce, whose address is 1114 S. W. 15th Street, Okeechobee, Florida.

The vice-president and secretary of Pearce Ranch, Inc. do hereby certify that at a meeting of its shareholders held on April 15, 1997 at which a quorum was present, the holders of all the shares of said corporation present and entitled to vote upon the foregoing amendment to the Articles of Incorporation (Certificate of Incorporation) of said Corporation did vote unanimously to adopt a resolution amending the Articles of Incorporation (Certificate of Incorporation) of said Corporation in the manner set forth above.

The vice-president and the secretary of Pearce Ranch, Inc. each do further certify that

at the meeting of the directors of said Corporation held on April 15, 1997 at which a quorum was present, all directors present entitled to vote upon the amendment of said Articles of Incorporation (Certificate of Incorporation) of said Corporation as same is set forth above, did vote unanimously to adopt the resolution amending the Articles of Incorporation (Certificate of Incorporation) of said Corporation in the manner set forth above.

IN TESTIMONY WHEREOF, the vice-president and secretary of said corporation have hereunto subscribed their names and do acknowledge the foregoing as their act and deed for and on behalf of Pearce Ranch, Inc. this 15th day of April, 1997.

PEARCE RANCH, INC.

Marian D. Pearce Vice-President
Marian D. Pearce, Vice-President

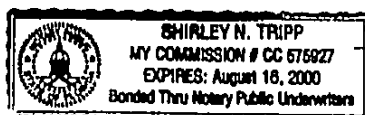
Nancy P. Phares, Secretary
Nancy P. Phares, Secretary

STATE OF FLORIDA

COUNTY OF OKEECHOBEE

I, a notary public in and for the state and county aforesaid, do hereby certify that the foregoing Amendment to the Articles of Incorporation (Certificate of Incorporation) of Pearce Ranch, Inc. was this day presented to me by Marian D. Pearce and Nancy P. Phares, vice-president and secretary, respectively, of said corporation, personally known to me and personally known to me to be the aforesaid officers of said corporation and said document was acknowledged by them to be their act and deed for and on behalf of said corporation.

Witness my hand and seal this 15th day of April, 1997.



Shirley N. Tripp
Notary Public
My commission expires:

STATE OF FLORIDA

COUNTY OF OKEECHOBEE

Came this day, before me, a notary public in and for the state and county aforesaid, Marian D. Pearce, vice-president of Pearce Ranch, Inc., who being duly sworn, states that she signed the foregoing Amendment to the Articles of Incorporation (Certificate of Incorporation) of said corporation and that the statements contained therein are true.

Witness my hand and seal this 15 day of April, 1997.



Shirley N. Tripp
Notary Public
My commission expires: