April 23, 1997

Secretary of State
State of Florida
Amendments Division
ATTN: Karen Gibson
409 E. Gaines Street
Tallahassee, FL 32399

Re: HRI Operations, Inc.

Dear Ms. Gibson:

Enclosed please find an original and one (1) copy to be conformed of the Articles of Amendment to Articles of Incorporation for the above referenced matter, along with our check in the amount of \$35.00, which represents the filing fee for the Articles of Amendment. Also enclosed is a Statement of Change of Registered Office or Registered Agent or Both for Corporations.

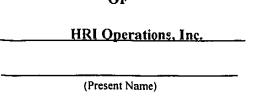
Should you have any questions or need additional information, please do not hesitate to contact me at (800) 932-4610.

Very truly yours,

J.C. Dominguez Staff Attorney

JCD:amw Enclosures 100002193111-018 -05/28/97-01050-018 *******35 00 *******35 00

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF





Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article I. NAME - The principal place of business of HRI Operations, Inc. Shall be changed to reflect - 4224 W. Henderson Blvd.

Tampa, FL 33629-5611

Article III. CAPITAL STOCK - The number of shares of stock authorized to have outstanding shall be increased to 5,000,000 at par value of \$.01 per share.

Article IV. ADDRESS - The initial registered office shall be changed to: 4224 W. Henderson Blvd.
Tampa, FL 33629-5611

And the name of the registered agent of the corporation shall be changed to:

J.C. Dominguez

Article VII. Article VII shall be amended to reflect that the corporation shall remain a C-corporation under the Internal Revenue Code.

Article IX. DIRECTORS - Calvert Courtney shall be removed as a Director, and Henry C. Hardin shall make up the whole of the Board of Directors at address:

4224 W. Henderson Blvd.

Tampa, FL 33629-5611

Article X. OFFICERS - Calvert Courtney shall be removed as an Officer, and Henry C. Hardin shall make up the whole of the Officers at address:

4224 W. Henderson Blvd. Tampa, FL 33629-5611

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: April 17, 1997	
FOURTH: Adoption of Amendment(s) (CHECK ONE)	
⊠	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).
	"The number of votes cast for the amendment(s) was/were sufficient for approval by"
	voting group
	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
Signature Signat	
oignature _	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR (By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	Henry Hardin
	Typed or Printed Name
	President
	Title