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April 16, 1997

Via Certified Mail

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32304

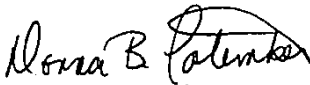
Re: Riggs and Lombard (Florida) Incorporated

Dear Sir or Madam:

In connection with the above-captioned enclosed herewith are Articles of Amendment. Kindly file said Articles in accordance with your procedure. Once filed, please forward a certified copy of said filing to the undersigned. A check in the amount of \$87.50 is enclosed, which amount represents payment for the filing fee as well as the certified copy.

If you have any questions, please feel free to call me.

Sincerely,


Donna B. Potember
Corporate Paralegal

Enclosure

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FILED
97 APR 22 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**ARTICLES OF AMENDMENT
OF
RIGGS AND LOMBARD (FLORIDA) INCORPORATED**

FILED
91 APR 22 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts these articles of amendment.

FIRST: The name of the corporation is Riggs and Lombard (Florida) Incorporated.

SECOND: The Articles of Incorporation of this Corporation are amended by changing Article Third so that, as amended, said article shall read as follows:

"The number of shares the Corporation is authorized to issue is 1,000 Shares of Common Stock, all of which are no par value.

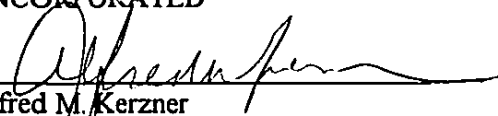
THIRD: The Amendment to the Articles of Incorporation of the corporation set forth above was adopted on the 31st day of March, 1997.

FOURTH: The Amendment was approved by the shareholders. The number of votes cast for the Amendment by the shareholders was sufficient for approval.

Signed this 9 day of April, 1997.

**RIGGS AND LOMBARD (FLORIDA)
INCORPORATED**

By: _____


Alfred M. Kerzner
President