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April 18, 1997

Florida Secretary of State
Division of Corporations
The Capitol, Room 2002
Tallahassee, Florida 32301

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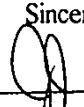
IN RE: Kennedy Real Estate of LaBelle, Inc.

Dear Madam:

Enclosed herewith is the original and one copy of the duly executed Articles of Amendment, along with my check in the amount of \$43,750 for Kennedy Real Estate of LaBelle, Inc. Also enclosed is a copy of the duly executed Directors' and Shareholders' Written Consent to Amendment of Articles of Incorporation. Please file these with your department and return to me a certified copy thereof.

Thank you for your assistance and cooperation in this matter.

Sincerely,


John Jay Watkins

Enclosures

FILED
97 APR 22 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED
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ARTICLES OF AMENDMENT OF
KENNEDY REAL ESTATE OF LABELLE, INC.

Pursuant to Florida Statutes Section 607.1001, the Articles of Incorporation of the above-named Corporation are amended as follows:

1. Article VII is amended to read as follows: The corporation shall have one director. The number of directors may be increased or diminished from time to time as provided in the By-Laws, but shall never be less than one.

2. Pursuant to Florida Statutes Section 607.1003, the foregoing amendment was proposed to the Shareholders by the Board of Directors and the Shareholders entitled to vote approved the amendment. The only class of stock is common stock and it was approved unanimously by the common stock voting group.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on April 18, 1997.



KENNEDY REAL ESTATE OF LABELLE, INC.

Carolyn W. Kennedy
Carolyn W. Kennedy, President

Attest:

Carolyn W. Kennedy
Secretary

STATE OF FLORIDA
COUNTY OF HENDRY

The foregoing instrument was acknowledged before me on the 18 day of April, 1997, by CAROLYN W. KENNEDY, as President of KENNEDY REAL ESTATE OF LABELLE, INC., a Florida corporation on behalf of the Corporation. She is personally known to me.

(Notary Seal)



JOHN JAY WATKINS
COMMISSION # CC 558089
EXPIRES JUL 13, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

[Signature]
Notary Public

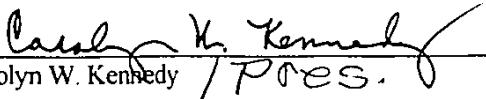
My Commission Expires:

DIRECTORS' AND SHAREHOLDERS' WRITTEN CONSENT
TO AMENDMENT OF ARTICLES OF INCORPORATION

The undersigned is the sole shareholder and remaining director of KENNEDY REAL ESTATE OF LABELLE, INC., a Florida corporation. Pursuant to Sections 607.1001 and 607.1003, Florida Statutes, I hereby give my consent that the Articles of Incorporation of KENNEDY REAL ESTATE OF LABELLE INC., be amended as follows:

Article VII is amended to read as follows: The corporation shall have one director. The number of directors may be increased or diminished from time to time as provided in the By-Laws, but shall never be less than one.

Executed on April 18, 1997.


Carolyn W. Kennedy / PRES.

97 APR 22 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA