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May 27 1997
377364

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

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

Attention: Steve Harris

Re: Amendment to ComFed, Inc.

Dear Mr. Harris:

Pursuant to our recent telephone conversations, enclosed please find an amendment to ComFed, Inc. which we had previously discussed. We have made the changes you suggested. I would appreciate your filing this document and returning a filed copy to me. We have enclosed our check in the amount of \$35.00.

Thank you for your cooperation.

Sincerely,


David E. Horvath

DEH:ddc

Enclosures

cc: Client

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Amount
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AMENDMENT TO COMFED, INC.

The undersigned Florida corporations, COMFED DEVELOPMENT CO. and COMFED, INC., which have merged pursuant to those certain Articles of Merger filed December 31, 1996, under document number 377364, hereby file this Amendment to those Articles of Merger.

1. Paragraph 2 of the Articles of Merger reads as follows:

2. There being only one class of stock of COMFED DEVELOPMENT CO., being common stock, each share of common stock of COMFED DEVELOPMENT CO. shall be exchanged for a share of common stock of COMFED, INC. Any rights to acquire shares in and to COMFED DEVELOPMENT CO. shall be converted automatically as of the effective date of the merger into rights to acquire an equal number of shares of COMFED, INC.

2. The Articles of Merger are hereby amended by deleting the above Paragraph 2 in its entirety and substituting the following Paragraph 2 in its place:

2. There being only one class of stock of COMFED DEVELOPMENT CO., being common stock, each ten shares of common stock of COMFED DEVELOPMENT CO. shall be exchanged for one share of common stock of COMFED, INC. Any rights to acquire shares in and to COMFED DEVELOPMENT CO. shall be converted automatically as of the effective date of the merger into rights to acquire one share of COMFED, INC. for each ten shares of COMFED DEVELOPMENT CO.

3. Except as amended herein the Articles of Merger filed December 31, 1996, under document number 377364 remain in full force and effect.

4. This Amendment to the Articles of Merger was approved by the Board of Directors at meetings held on February 20, 1997. Shareholder approval is not required.

IN WITNESS WHEREOF the undersigned corporations have executed this Amendment to Articles of Merger this 21st day of May, 1997.

Signed, sealed and delivered
in the presence of:

Kleen A. Rousseau

Marcia F. Fee

COMFED DEVELOPMENT CO.

By: [Signature]
James B. Pittard, Jr., President

Attest: Deborah M. Rousseau
Deborah M. Rousseau, Secretary

Kleen A. Rousseau

Marcia F. Fee

COMFED, INC.

By: [Signature]
James B. Pittard, Jr., President

Attest: Deborah M. Rousseau
Deborah M. Rousseau, Secretary

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 21st day of May, 1997, by JAMES B. PITTARD, JR., President, and DEBORAH M. ROUSSEAU, Secretary, of COMFED DEVELOPMENT CO., on behalf of said corporation, who are personally known to me.



MARCIA F. FEE
MY COMMISSION # CC382695 EXPIRES
July 29, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

Marcia F. Fee
(Signature of Notary Public)
MARCIA F. FEE
(Print, Type or Stamp Name)

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 21st day of May, 1997, by JAMES B. PITTARD, JR., President, and DEBORAH M. ROUSSEAU, Secretary, of COMFED, INC., on behalf of said corporation, who are personally known to me.



MARCIA F. FEE
MY COMMISSION # CC382695 EXPIRES
July 29, 1998
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(Signature of Notary Public)
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