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August 25, 1997

Florida Department of State
Division of Corporation
PO Box 6327
Tallahassee, FL 32314

RE: Donald E. Wilson, Inc.

700002273807--1
-08/28/97--01071--016
*****35.00 *****35.00

Dear Sir or Madam:

Please file the Amendment to the Articles of Incorporation for Donald E. Wilson, Inc.

Enclosed is a check in the amount of \$35.00 for the filing fees.

Also enclosed is an extra copy of the Amendment to the Articles of Incorporation, for you to stamp and return in the self addressed stamped envelope.

Thank you for your assistance.

Very truly yours,

Kathryn Holtzman

Kathryn Holtzman
KH/blc

encl.

VS SEP 8 1997

Amend

FILED
97 AUG 28 AM 9:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

AMENDMENT TO ARTICLES OF INCORPORATION
DONALD E. WILSON, INC.
FEBRUARY 1, 1997

FILED
97 AUG 28 AM 9:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA


**MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS AND
STOCKHOLDERS: RESIGNATION OF KATHRYN HOLTZMAN AS OFFICERS AND
DIRECTORS OF DONALD E. WILSON, INC.**

A special meeting of the Board of Directors of DONALD E. WILSON, INC., was duly convened on February 1, 1997 at 319 SE 14th Street, Ft. Lauderdale, FL 33316. Present were Kathryn Holtzman as President, Secretary and Personal Representative of Donald E. Wilson.

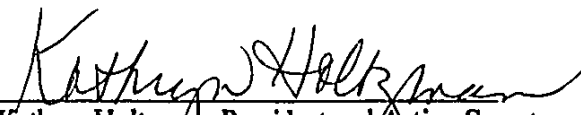
By their endorsement of these Corporate Minutes the undersigned Stockholders and Directors, namely Kathryn Holtzman does waive formal written notice of this special meeting and does confirm the following:

1. Kathryn Holtzman was designated Chairman for this special meeting;
2. Kathryn Holtzman formally resigned her position as a Director and President; her endorsement of these Corporate Minutes is intended to constitute and formalize her formal written resignation;
3. Stockholder, Kathryn Holtzman as personal representative of Donald E. Wilson did thereupon confirm that she as personal representative was concurrently transferring to Keith Wilson and Terry Wilson all ownership rights and interests in all shares of common stock of the corporation that were owned by Donald E. Wilson. This represents all shares of stock in Donald E. Wilson, Inc. The shares were transferred at no purchase price according to the terms of the Donald E. Wilson trust.

There being no further business before this special meeting of the Stockholders and of the Board of Directors upon Motion duly made by Kathryn E. Holtzman and seconded by Kathryn Holtzman as Personal Representative, the meeting was adjourned February 1, 1997


Kathryn Holtzman, Personal Representative
Selling Stockholder


Kathryn Holtzman, Resigning Director


Kathryn Holtzman, President and Acting Secretary