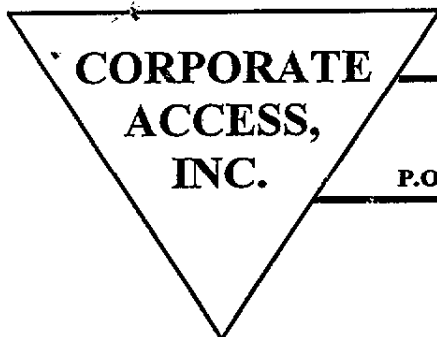




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1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

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Amendment

1.)

Compass USA, Ltd.
(CORPORATE NAME & DOCUMENT #)

2.)

(CORPORATE NAME & DOCUMENT #)

200002385692--3

-12/30/97-01043-013

***1750.00 ***1750.00

3.)

(CORPORATE NAME & DOCUMENT #)

4.)

(CORPORATE NAME & DOCUMENT #)

5.)

(CORPORATE NAME & DOCUMENT #)

6.)

(CORPORATE NAME & DOCUMENT #)

7.)

(CORPORATE NAME & DOCUMENT #)

8.)

(CORPORATE NAME & DOCUMENT #)

9.)

(CORPORATE NAME & DOCUMENT #)

10.)

(CORPORATE NAME & DOCUMENT #)

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DIVISION OF CORPORATIONS
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BK 12/30/97

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

SUPPLEMENT ONE TO
AFFIDAVIT OF CAPITAL CONTRIBUTIONS
OF
COMPASS USA, LTD.

BEFORE ME, the undersigned personally appeared J. Bob Humphries, as the Assistant Secretary of Compass Acquisition & Development Corporation, the sole general partner of Compass USA, Ltd., a Florida limited partnership, hereinafter referred to as the "Partnership," who upon being duly sworn, certified as follows:

1. The total amount of capital contributions to the Partnership made by the limited partner(s) is as follows:

<u>Amount</u>	<u>Partnership Interest</u>
139,000.00	99%

2. The amount of additional capital contributions anticipated to be contributed by the limited partner(s) is as follows:

TOTAL: \$5,000,000.00

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

GENERAL PARTNER:
COMPASS ACQUISITION & DEVELOPMENT CORPORATION

BY:

J. Bob Humphries, Assistant Secretary

Subscribed and sworn to before me this 23rd day of December, 1997, by J. Bob Humphries, the Assistant Secretary of Compass Acquisition & Development Corporation, who is personally known to me.

SEAL:



VICTORIA NEIL
My Commission CC589824
Expires Dec. 06, 1998

Victoria Neil
(Signature of person taking acknowledgment)

Victoria Neil
(Name typed, printed or stamped)

Notary Public
(Notary Public) or (Military Officer's Rank)

Not applicable
Serial Number if Military Officer