



THE UNITED STATES
CORPORATION
COMPANY

F95000001540

ACCOUNT NO. : 072100000032
REFERENCE : 256497 4323694
AUTHORIZATION : Patricia Piggott
COST LIMIT : \$ 35.00

ORDER DATE : February 11, 1997

ORDER TIME : 10:03 AM

ORDER NO. : 256497-005

CUSTOMER NO: 4323694

100002111431--8

CUSTOMER: Albert Fox, Legal Assistant
Hughes & Luce, L.l.p.
Suite 2800
1717 Main Street
Dallas, TX 75201

FOREIGN FILINGS

NAME: PCC VELDA FARMS, INC.

XX PROFIT
 NON-PROFIT

XX CORPORATE
 LIMITED PARTNERSHIP

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

N HENDRICKS MAR 12 1997

FILED
97 MAR 12 PM 3:55
TOLSON/SEELTORD

97 MAR 12 PM 3:51

**CONSENT OF THE SOLE DIRECTOR
OF
VELDA FARMS, INC.**

FILED
97 MAR 12 PM 3:55
TALLAHASSEE, FLORIDA

The undersigned, being the sole director of Velda Farms, Inc. a Delaware corporation (the "Company"), pursuant to section 141(f) of the General Corporation Law of the State of Delaware, hereby executes this unanimous consent for the purpose of adopting the following resolutions of the Board of Directors of the Company to the same extent and to have the same force and effect as a unanimous vote of all directors of the Company at a formal meeting of the Board of Directors of the Company, duly called and held for the purpose of acting upon proposals to adopt such resolutions, all of which resolutions shall be deemed to be adopted simultaneously.

Florida Alternate Name

WHEREAS, the Company filed an Application by Foreign Corporation for Authorization to Transact Business in Florida on March 28, 1995. At the time of filing such application, the name of the Company as originally filed in its domestic state was not available and the Company was required to file its application using the alternate name PCC Velda Farms, Inc.; and

WHEREAS, the name of the Company as originally filed in its domestic state is now available for use in Florida and the Company would like to use its original name to transact business in Florida;

NOW, THEREFORE, BE IT RESOLVED, that the Company is hereby authorized to drop the alternate name of PCC Velda Farms, Inc. for the transaction of business in Florida and to henceforth use its name as originally filed in its domestic state to transact business in Florida;

General

RESOLVED FURTHER, that each Officer of the Company is hereby authorized and directed, on behalf of the Company, to do or cause to be done any and all things, and to execute, deliver and file any and all such other agreements, amendments, instruments, certificates, waivers, documents and papers, which any of them may deem necessary or advisable to carry into effect the purposes and intent of the foregoing resolutions and to consummate the transactions contemplated thereby.

Dated to be effective as of 3/6, 1997.



Gregg L. Engles