



THE UNITED STATES
CORPORATION
COMPANY

F96000000 937

ACCOUNT NO. : 072100000032

REFERENCE : 445242 11381A

AUTHORIZATION : Patricia Project

COST LIMIT : \$ 35.00

ORDER DATE : June 27, 1997

ORDER TIME : 11:51 AM

ORDER NO. : 445242-005

CUSTOMER NO: 11381A

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CUSTOMER: Alys Nagler Daniels, Esq
Gary Dytrych & Ryan
Suite 402
701 U.S. Highway 1
North Palm Beach, FL 33408

DOMESTIC AMENDMENT FILING

NAME: ABACOA DEVELOPMENT COMPANY

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: _____

FILED
91 JUN 30 PM 12:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARL
6/30

ARTICLES OF AMENDMENT
OF
ABACOA DEVELOPMENT COMPANY

ABACOA DEVELOPMENT COMPANY, a Delaware corporation authorized to do business in Florida, by unanimous consent of the Board of Directors at a duly called meeting adopts the following articles of amendment to its Articles of Incorporation:

FIRST: Amendment adopted:

The resignations of Stephen T. Clark as President of the Corporation effective upon the election of a new President, and M. Timothy Clark as Chairman of the Board of the Corporation effective upon the election of a new Chairman of the Board, are hereby accepted by the Corporation.

Nader G. M. Salour is hereby elected as President of the Corporation from this date forward until further action by the Board of Directors of the Corporation, and Stephen T. Clark is hereby elected as Chairman of the Board from this date forward until further action by the Board of Directors of the Corporation.

SECOND: The date of the amendment's adoption is: June 2, 1997.

THIRD: The Amendment was adopted by the unanimous approval of the Board of Directors at a duly called meeting, without shareholder action and shareholder action was not required.

The number of votes cast for the Amendment was sufficient for approval by the Board of Directors.

Signed effective as of the 2nd day of June, 1997.

Abacoa Development Company, a Delaware Corporation

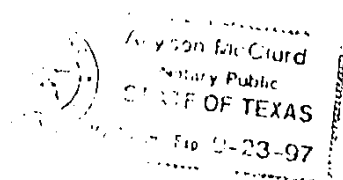
BY: [Signature]

Stephen T. Clark, Chairman of the Board of Directors

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned officer duly authorized to take acknowledgments, this day, personally appeared Stephen T. Clark, as Chairman of the Board of Directors of Abacoa Development Company, a Delaware corporation, to me personally known or who provided _____ as identification and who executed the foregoing, and he acknowledged before me that he executed the same for the purposes herein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 2nd day of June, 1997.



[Signature]
Notary Public
My Commission Expires:
Commission No.:

and3003.amd