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JOHN D. CASSELS, JR.
LAURA ANN McCALL

LAW OFFICE OF
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November 5, 1997

FILED
97 NOV 10 AM 1:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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

RE: H. D. OF OKEECHOBEE, INC.
Our File No: 97-7704

Dear Ms. Mortham:

You will find enclosed herein an *original* executed Articles of Amendment for H. D. OF OKEECHOBEE, INC., along with copy of same. Also enclosed is our firm's check in the amount of \$35.00 representing your filing fee.

Please return your letter of acknowledgment along with a filed copy of Articles of Amendment at your earliest convenience. Should you have any questions regarding this matter, please do not hesitate to contact my secretary, Linda.

With kindest regards, I am

Sincerely,


JOHN D. CASSELS, JR.

JDC/lfk
Enclosures: As stated.

Amend

VS NOV 17 1997

ARTICLES OF AMENDMENT
PURSUANT TO SECTION 607.1006
OF THE
FLORIDA GENERAL CORPORATION ACT

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is **H. D. OF OKEECHOBEE, INC.**
2. That Article VIII shall be deleted and the following inserted in lieu thereof:

Article VIII:

The minimum number of directors constituting the ~~initial~~ Board of Directors is one (1). The name and address of the person who is serving as a director as of the date of these Articles of Amendment is:

Laura E. O'Connell
6298 Highway 441, S.E.
Okeechobee, Florida 34974

3. That Article XI shall be deleted and in lieu thereof the following inserted:

Article XI:

The corporation shall have the authority to issue one class of stock, designated as common stock.

4. That Article XII shall be deleted in its entirety and in lieu thereof the following inserted:

Article XII

Directors - Removal by Stockholders. The stockholders shall have the right at any regular meeting, or at any special meeting called for such purpose, to remove any director of the Corporation with or without cause.

5. That new Articles numbered XIII and XIV shall be added as follows:

Article XIII

Directors - Meetings. A majority of the authorized number of directors shall constitute a quorum of the Board of Directors for the transaction of business. The consent of a majority of the directors shall be required to constitute any act or decision of the Board of Directors.

Article XIV

Stockholders - Meetings. The presence, at any stockholders' meeting, in person or by proxy, of persons entitled to vote all of the shares of the Corporation then issued and outstanding shall constitute a quorum, for the transaction of business. The affirmative vote of all of the outstanding shares of the Corporation shall be considered the act of the stockholders.

Effective and Dated this 5th day of November, 1997.

Signature by the undersigned constitutes certification that 100% of the outstanding shares of the corporation have been voted in favor of the amendment and is sufficient for passage.

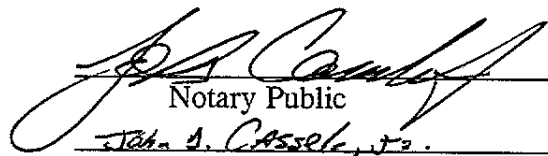
Approved

H. D. OF OKEECHOBEE, INC.


LAURA E. O'CONNELL, Sole Shareholder

BY: 
LAURA E. O'CONNELL, President

Sworn To and Subscribed before me this 5th day of November, 1997 by LAURA E. O'CONNELL, who is personally known to me and who did not take an oath.


Notary Public
John D. Cassels, Jr.
Printed Name of Notary
Commission Expiration Date:



JOHN D CASSELS JR
My Commission CC404556
Expires Aug. 31, 1998
Bonded by HAI
800-422-1555