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July 1, 1997

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

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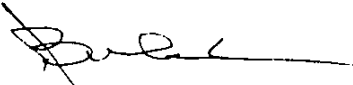
Re: Hurt & Whittemore Enterprises, Inc.
Amendment to Articles of Incorporation

Dear Sir:

Enclosed please find for filing the original and two copies of Amendment to Articles of Incorporation. Additionally, we are enclosing our check for filing fees in the amount of \$35.00.

If you should need anything additional, please do not hesitate to contact me.

Very truly yours,


J. BURKE CULLER, JR.

JBC/m
Enclosures

cc: Don Whittemore, O.D.

FILED
97 JUL -7 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JBC 7/10

Amend.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

97 JUL -7 AM 10:03
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HURT & WHITEMORE ENTERPRISES, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE VII - Initial Board of Directors

JACQUELINE MARIE HURT
437 Ebbtide Drive
North Palm Beach, FL 33408

is deleted as a member of the Initial Board of Directors.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: June 25, 1997

FOURTH: Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."

X

The amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 26 of JUNE, 1997.

Signature Don Whittemore
(By the Chairman of the Board of Directors,
President or other officers if adopted by the
shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

DON WHITTEMORE

Typed or printed Name

DIRECTOR

Title