

ZELLER & KEIHNER, L.L.P.
ATTORNEYS AT LAW
411 SOUTH COUNTY ROAD, SUITE 200
FIRST UNION BANK BUILDING
PALM BEACH, FLORIDA 33480

Bruce W. Keihner, P.A.
Admitted in Florida and New York
Ronald J. Zeller, P.A.
Admitted in Florida and Michigan

Telephone: (561) 832-7720
Telefax: (561) 832-1492

P96000027892

December 1, 1997

Department of State
Corporate Division
409 East Gaines Street
Tallahassee, FL 32399
ATTN: Ms. Dana Calloway

RE: Articles of Amendment to Articles of Incorporation of
Wellfeel Corp., a Florida Corporation
WARWICK FINANCIAL HOLDING CORPORATION

Dear Madam/Sir:

Enclosed please find one original and one photocopy of the Articles
of Amendment to Articles of Incorporation for the above corporation
for filing with the State of Florida. Enclosed is also our check in
the amount of \$35.00 for the filing fee.

Kindly return one stamped copy of the document to us in the
enclosed, return envelope.

Thank you very much for your assistance in this matter.

Very truly yours,


Bruce W. Keihner, Esq.

700002422917--4:
-02/05/98--01099--020
*****35.00 *****35.00

BWK:ml
Encs.

FILED
98 FEB -3 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N/C Amend

2/4

CORAPNC

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

WELLFEEL CORP., A FLORIDA CORPORATION

FILED
98 FEB -3 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Corporation is Wellfeel Corp., a Florida Corporation (the "Corporation").

2. Article I of the Articles of Incorporation of the Corporation is amended to read, as follows:

ARTICLE I

The name of the Corporation is WARWICK FINANCIAL HOLDING CORPORATION (the "Corporation").

3. This Amendment was recommended by the board of directors to the Corporation's shareholders on November, 1997.

4. This Amendment was approved the holders of a majority of the Corporation's common stock, which is the only group of the Corporation's shareholders entitled to vote on the Amendment, and the number of votes in favor of the Amendment was sufficient for approval.

IN WITNESS WHEREOF, Wellfeel Corp. has caused these Articles of Amendment to be executed on this 25 day of November, 1997.

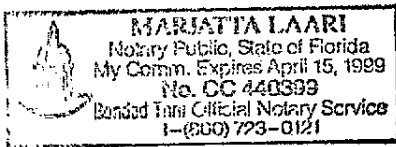
WELLFEEL CORP.

By: 
Alexander Wagandt, President

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 25 day of
November, 1997, by ALEXANDER WAGANDT, who produced
Driver's License as identification, and who
did/did not take an oath.

(SEAL)



Mariatta Laari
Notary Public
My Commission No.:
My commission Expires: