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November 21, 1997

BY UPS

Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399

Woodfield Enterprises, Inc.

Ladies and Gentlemen:

Enclosed herein for filing with the Secretary of State are the Articles of Amendment to the Articles of Incorporation of the captioned company, increasing the authorized capital of the company.

Also, enclosed is a check in the amount of \$87.50 to cover the required filing and certified copy fees.

Please forward the certified copy of the Articles of Amendment to me in the enclosed pre-paid UPS envelope.

If you have any questions, please call me.

Sincerely,

Robert B. Macaulay
Robert B. Macaulay

RBM:haw

Enclosures

1704003/L/SECSTATE.AMD

Amend

FILED
97 NOV 24 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 2 1997

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WOODFIELD ENTERPRISES, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of this corporation is Woodfield Enterprises, Inc., a Florida corporation (the "Corporation").

2. Article IV of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and amended to read as follows:

" ARTICLE IV - CAPITAL STOCK

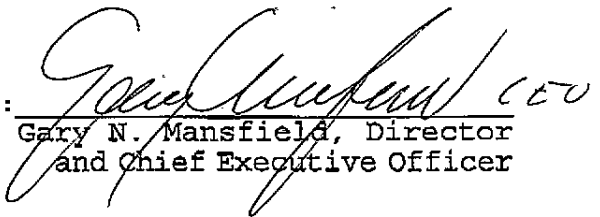
The maximum number of shares which this Corporation is authorized to have outstanding at any time is 20,000,000 shares of common stock having a par value of \$.001 per share."

3. The foregoing amendment was adopted by a majority in interest of the Company's Shareholders by written consent, as of October 31, 1997, in accordance with Sections 607.0704 and 607.1003(6) of the Florida Business Corporation Act. The number of votes cast for the amendment was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has duly executed these Articles of Amendment on this 11th day of November, 1997.

WOODFIELD ENTERPRISES, INC.

By:


Gary N. Mansfield, Director
and Chief Executive Officer