



**THE UNITED STATES
CORPORATION**
COMPANY

REFERENCE : 478323 4329479

AUTHORIZATION : Patricia Quintana
COST LIMIT : \$ 87.50

Amend

500002251515--4

CUSTOMER NO: 4329479

CUSTOMER: Karen Bohn, Legal Assistant
Baker & Hostetler Suntrust
200 South Orange Avenue
Po Box 112
Orlando, FL 32802-0112

FILED
97 JUL 29 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: ENTRELAGOS TRUST CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap EXAMINER'S INITIALS: _____

Carina L. Dunlap
EXAMINER
Acknow
W.P. V. [unclear]

RECEIVED
97 JUL 29 PM 2:06
DIVISION OF CORPORATION

ARTICLES OF SECOND AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
ENTRELAGOS TRUST CORPORATION

FILED
97 JUL 29 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the requirements of Section 607.1006, Florida Statutes, the undersigned does hereby make, swear to, adopt and file these Articles of Second Amendment to the Articles of Incorporation of ENTRELAGOS TRUST CORPORATION (the "Corporation"), which Corporation was incorporated under the laws of the State of Florida on December 30, 1996, under Charter No. PS6060104010, and which Corporation filed Articles of Amendment to Articles of Incorporation with the Secretary of State of Florida on April 21, 1997;

1. The members of the Board of Directors have proposed to the shareholders of the Corporation to increase the number of authorized shares of Common Stock of the Corporation, and the directors and shareholders have voted and approved such amendment. Therefore, Article Fifth of the Corporation's Articles of Amendment to Articles of Incorporation shall be deleted in its entirety and the following inserted in its place:

"FIFTH: The total number of shares of capital stock which the Corporation has the authority to issue is 2,000,000 shares of Common Stock, \$0.01 par value per share."

2. All other provisions of the Corporation's Articles of Amendment to Articles of Incorporation shall remain in full force and effect, unaltered except as expressly provided above.

3. The foregoing second amendment to the Articles of Amendment to Articles of Incorporation was unanimously adopted by the Board of Directors and Shareholders of the Corporation on the 18 day of July, 1997, and the number of votes cast for the amendment was sufficient for approval.

DATED this 18 day of July, 1997.

ENTRELAGOS TRUST CORPORATION

****CORPORATE SEAL****

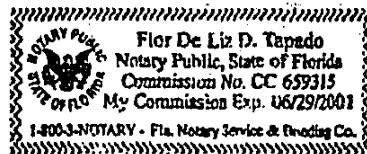
By: Rogelio A. Dio, President

STATE OF FL)
 : ss
COUNTY OF Orange)

The foregoing was acknowledged before me this 18 day of July, 1997, by ROGELIO A. DIO, to me personally known, and he acknowledged before me that he executed the foregoing Articles of Amendment to Articles of Incorporation, under oath, for the purposes therein set forth with full authority in the premises.

****NOTARIAL SEAL****

Flor de L. A. Tapado
NOTARY PUBLIC, State of Florida



D:\22784\97001\ARTAME2.ENT
07\09\97.klb