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LAW OFFICES OF
O'HAIRE, QUINN & CANDLER,
CHARTERED

MICHAEL O'HAIRE
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December 18, 1998

BY PRIORITY MAIL

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

Re: Riverview Investment Associates, Inc.

900002721989--9
-12/24/98--01061--012
*****43.75 *****43.75

Dear Sir:

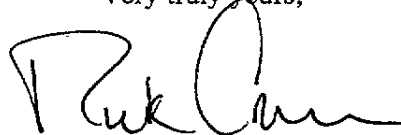
Enclosed is the original and one photocopy of the Articles of Amendment for Riverview Investment Associates, Inc., a Florida corporation. Please file the original of the Articles in your office and return to us a certified copy.

Our check to your order in the sum of \$43.75 is enclosed for the following:

Filing Fee	\$35.00
Certified copy	<u>8.75</u>
Total	<u>\$43.75</u>

If you require anything further, please do not hesitate to contact me.

Very truly yours,



Richard B. Candler

FILED
98 DEC 24 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures

Amend.
1-7-99
CC

**ARTICLES OF AMENDMENT
OF
RIVERVIEW INVESTMENT ASSOCIATES, INC.**

The undersigned, the President of Riverview Investment Associates, Inc., a Florida corporation (the "Corporation"), hereby certifies, pursuant to Section 607.1006 of the Florida Business Corporation Act, as follows:

1. The name of the Corporation is Riverview Investment Associates, Inc.
2. Article THIRD of the Articles of Incorporation is deleted in its entirety and replaced by the following:

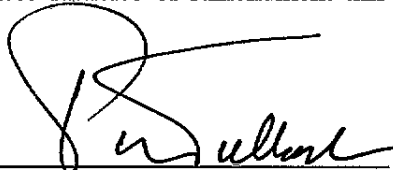
THIRD: The number of shares that the Corporation is authorized to issue is 10,000. All of the stock is of one class, being common stock with voting rights. Each share shall have the par value of one cent (\$ 0.01).

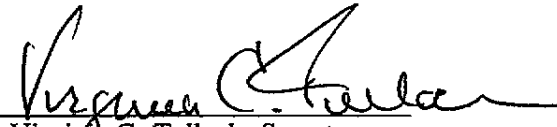
3. These Articles of Amendment were unanimously approved and adopted by the Board of Directors of the Corporation pursuant to Section 607.1002(7) of the Florida Business Corporation Act by unanimous written consent dated 18th day of December, 1998.

4. The written consent of the Board of Directors approving and adopting the Articles of Amendment provides for all of the issued shares of the Corporation to be exchanged for new share certificates evidencing the new par value of those shares. The consent authorizes any officer of the Corporation to complete the exchange of new shares for the existing shares.

5. These Articles of Amendment became effective upon their approval by the Directors of the Corporation.

WHEREOF, the undersigned duly executed these Articles of Amendment this 18th day of December, 1998.


Peter H. Tulloch, President

Attest: 
Virginia C. Tulloch, Secretary

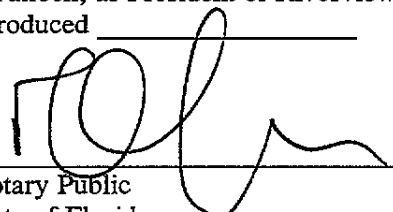
FILED
98 DEC 24 PM 2:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF INDIAN RIVER,

The foregoing Articles of Amendment of Riverview Investment Associates, Inc. was acknowledged before me this 18th day of December, 1998, by Peter H. Tulloch, as President of Riverview Investment Associates, Inc., who is personally known to me or who produced _____ as identification.



Richard B Candler
My Commission CC736993
Expires May 18, 2002



Notary Public
State of Florida
My Commission Expires: _____
Commission No.: _____