

P97000065303

BENNETT CORPORATE OFFICE

2611 Seville Boulevard Suite "B"
Clearwater, Florida 34624
Tel No. (813) 797-5800

JEFFREY MARK SHERMAN, ESQ.
GENERAL COUNSEL

October 29, 1997

via Federal Express
Department Of State
CORPORATE DIVISION
409 East Gaines Street
TALLAHASSEE, FL. 32399

400002333784--9
-10/30/97--01053--003
*****35.00 *****35.00

RE: Amendment to ARTICLES OF INCORPORATION FOR
Bennett St. Pete Inc.

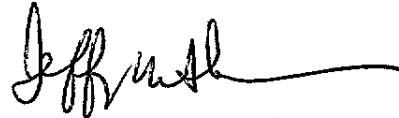
Dear Sirs:

Enclosed herewith please find our check in the sum of \$35
and an original and one copy of the Amendment to the Articles of
Incorporation of Bennett St. Pete Inc., and a return envelope.

Kindly forward a copy of the articles to the above address.

Thank you.

Very truly yours,



Jeffrey Mark Sherman
General Counsel

JMS\sjs

FILED
97 OCT 30 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Mr. Sherman authorized
to take word initial and
first out of document*

*Amend
LFS
11-3-97*

**AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
BENNETT ST. PETE INC.**

The undersigned, acting as the sole shareholder, officer and director of a corporation under the Florida General Corporation Act, adopts the following Amendment to the Articles of Incorporation for such corporation.

Former Article VI read as follows:

ARTICLE VI

BOARD OF DIRECTORS: The management and control of the corporation shall be vested in a Board of Directors of not less than one nor more than five members as provided by the By-Laws of the corporation, said Board to be elected by the stockholders of the corporation at the regular meeting of said stockholders.

If state law so provides, then upon the unanimous written agreement of all of the stockholders of the corporation, the above describe Board of Directors may be divested of its power to manage and control this corporation and said power may, pursuant to shareholder agreement, be vested in the shareholders of the corporation. If the shareholders exercise their right to divest the Board of its power to manage and control, then and whenever the consent requires, the shareholders shall be deemed the directors of corporation for purpose of applying applicable state law. The name(s) and address(s) of the first Board of Directors are:

WILLIAM O. BENNETT

2611 Seville Blvd. Suite B.

97 OCT 30 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Clearwater, Fl. 34624

Until the first meeting of stockholders, management and control of this corporation shall be vested in the above Board composed of one director. This director shall hold office until his successors are duly elected and qualified.

Article VI is hereby amended as follows:

ARTICLE VI

BOARD OF DIRECTORS: The management and control of the corporation shall be vested in a Board of Directors of not less than one nor more than five members as provided by the By-Laws of the corporation, said Board to be elected by the stockholders of the corporation at the regular meeting of said stockholders.

If state law so provides, then upon the unanimous written agreement of all of the stockholders of the corporation, the above describe Board of Directors may be divested of its power to manage and control this corporation and said power may, pursuant to shareholder agreement, be vested in the shareholders of the corporation. If the shareholders exercise their right to divest the Board of its power to manage and control, then and whenever the consent requires, the shareholders shall be deemed the directors of corporation for purpose of applying applicable state law. The name(s) and address(s) of the ~~first~~ Board of Directors is:

CAROL SUE BENNETT

2611 Seville Blvd. Suite B.

Clearwater, Fl. 34624

Until the first meeting of stockholders, management and control of this corporation shall be vested in the above Board composed of one director. This director shall hold office until his successors are duly elected and qualified.

Former Article VII read:

ARTICLE VII

OFFICERS: The Board of Directors shall, at its initial meeting, elect a President, Vice-President, Secretary and Treasurer, and such other officers as the Board, from time to time, shall designate. Until the first Board of Directors meeting and until officers are selected thereat, the following person(s) shall hold the below-designated offices until their successors are elected and qualified:

President/Secretary/Treasurer/- William O. Bennett

ARTICLE VII is hereby amended as follows:

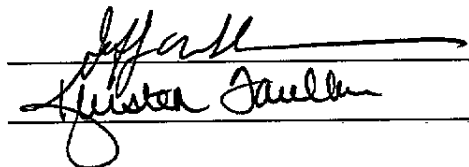
ARTICLE VII

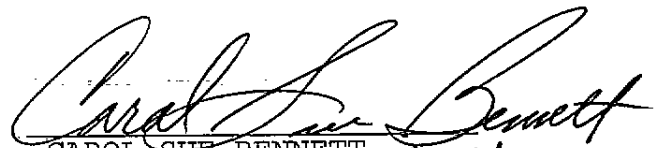
OFFICERS: The Board of Directors shall, at its ~~initial~~ meeting, elect a President, Vice-President, Secretary and Treasurer, and such other officers as the Board, from time to time, shall designate. Until the first Board of Directors meeting and until officers are selected thereat, the following person(s) shall hold the below-designated offices until their successors are elected and qualified:

President/Secretary/Treasurer/- CAROL SUE BENNETT

IN WITNESS WHEREOF, the undersigned Sole Shareholder, Officer and Director has executed these Amendments to the Articles of Incorporation on this October 29, 1997.

WITNESSES:




CAROL SUE BENNETT, President

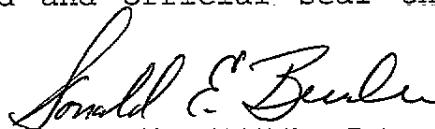
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Carol Sue Bennett, as sole shareholder, officer and director of Bennett St. Pete Inc., to me well known to be the person described in and who acknowledged before me that he executed the foregoing freely and voluntarily for the purpose therein expressed.

1997. WITNESS my hand and official seal this October 29,



DONALD E BENDER
My Commission CC471103
Expires Jun. 12, 1999
Bonded by HAI
800-422-1555



Notary Public