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** BOARD CERTIFIED IN IMMIGRATION
*** BOARD CERTIFIED IN TAXATION
**** ADMITTED IN NEW YORK AND GERMANY ONLY

December 22, 1998

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-12/24/98--01061--003

*****43.75 *****43.75

RE: WILLHERCO TAB OF FLORIDA, INC.

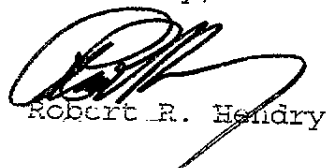
To Whom It May Concern:

Enclosed please find the Articles of Amendment and the Acceptance by Registered Agent to be filed for the above-referenced corporation.

Please file the Amended Articles of Incorporation and please forward the recorded copy of the Articles to us by regular mail.

Please do not hesitate to contact me if you have any questions and thank you for your assistance in this regard.

Sincerely,


Robert R. Hendry

RRH/mes
Enclosures

\\MES\WILLHERCO\CAPCONN.LTR

FILED
98 DEC 24 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend + N.C.
1-7-99
CC

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WILLHERCO TAB OF FLORIDA, INC.

FILED
98 DEC 24 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1001, Florida Statutes, the Articles of Incorporation of the above-named Corporation are amended as follows:

1. Article I of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"Article I. Name. The name of the Corporation is : TAB AND CONSULTING SERVICES, INC. The mailing address of the corporation is 200 E. Robinson Street, Suite 500, Orlando, Florida 32801."

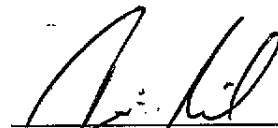
2. Article II of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

"Article II. Principal Office. The principal place of business and mailing address of the corporation shall be: 200 E. Robinson Street, Suite 500, Orlando, Florida 32801."

3. Pursuant to Section 607.1003, Florida Statutes, the foregoing amendments were proposed to the Shareholders by the Board of Directors and the number of votes cast for the amendment by the shareholders was sufficient for approval, and the amendment was adopted on December 17, 1998.

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, I hereby set my hand and seal this 17th day of December, 1998.



Jaime Rigual
President