

GUNSTER, YOAKLEY, WALES, FAULI & STEWART, INC.
ATTORNEYS AT LAW

P96000063605

98 JAN -5 AM 10:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OUR FILE NUMBER: 60006752-00000

WRITER'S DIRECT DIAL NUMBER: (407) 222-2243

December 31, 1997

Corporate Records
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

RE: Amendment to Articles of Incorporation
Indiantown Company, Inc.

Amendment to Articles of Incorporation
ICO Enterprises, Inc.

Certificate of Good Standing and certified copies of Articles of
Incorporation and all amendments for:

- CFC Parent, Inc. (formerly, Indiantown Company, Inc.)
- Indiantown Company, Inc. (formerly, ICO Enterprises, Inc.)
- Postco, Inc.
- Arrow Communications, Inc.
- Indiantown Telephone System, Inc.

300002389093--9
-01/05/98--01023--002
****481.25 ****87.50

*Name
Change
Amend*

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

98 JAN -5 AM 10:05
RECEIVED

Dear Corporate Specialist:

Enclosed are two duplicate originals of the Amendment to Articles of
Incorporation for Indiantown Company, Inc. and ICO Enterprises, Inc.
Please note that ICO Enterprises, Inc. is a wholly owned subsidiary of
Indiantown Company, Inc., and that ICO Enterprises, Inc. is assuming
the name of Indiantown Company, Inc. with the full knowledge and
consent of the present Indiantown Company, Inc. Upon filing, please
return one certified duplicate original of each of the Amendments.

In addition, please provide us with Certificates of Good Standing and
certified copies of Articles of Incorporation and all amendments for:

Operator
Update
Verifier
[Handwritten initials]

1. CFC Parent, Inc. (formerly, Indiantown Company, Inc.)

**AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
ICO ENTERPRISES, INC.**

98 JAN -5 AM 10:53
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, the Articles of Incorporation of the above-named corporation (the "Corporation"), filed with the Department of State on July 26, 1996, and assigned Charter Number P96000063605, are hereby amended pursuant to a written consent in lieu of meeting executed by the holders of all of the Corporation's Common Stock and all of the Corporation's Directors on the 31 day of Dec., 1997, as follows:

ARTICLE I

ARTICLE I is hereby amended to read as follows:

The name of this corporation is Indiantown Company, Inc..

ARTICLE II

As there presently exists only one shareholder of the issued and outstanding shares of the Corporation, the Corporation shall exchange the certificates of the said shareholder for a certificate representing an identical number of shares which properly reflects the name change of the Corporation and cause the shares taken in to be cancelled.

ARTICLE III

This Amendment to the Articles of Incorporation was adopted by the shareholder and directors on the 31 day of Dec., 1997.

ARTICLE IV

The undersigned, being the President and Secretary of ICO Enterprises, Inc., hereby certify that the above and foregoing Amendment to the Articles of Incorporation was adopted as aforesaid on the 31 day of Dec., 1997.

IN WITNESS WHEREOF, we have hereunto set our hands and the seal of the Corporation on Dec. 31, 1997.

ICO ENTERPRISES, INC., a Florida corporation

ATTEST:

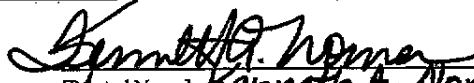
By: Elizabeth A. Gentry
Elizabeth A. Gentry,
Secretary

By: Robert M. Post, Jr.
Robert M. Post, Jr.,
President

[CORPORATE SEAL]

STATE OF FLORIDA
COUNTY OF MARTIN

THE FOREGOING INSTRUMENT was acknowledged before me this 31 day of Dec, 1997, by Robert M. Post, Jr. and Elizabeth A. Gentry, President and Secretary respectively of ICO Enterprises, Inc., a Florida corporation, on behalf of the corporation, who [] are personally known to me or [] have produced _____ as identification.


[Printed Name] Kenneth A. Norman
Notary Public, State of Florida

My Commission expires: June 1, 2001

[Notarial Seal]

