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J. D. WINGARD, JR.
(OF COUNSEL)

May 20, 1998

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

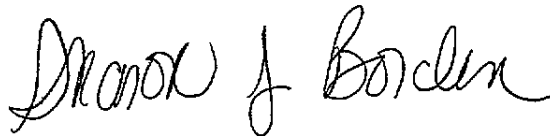
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*****35.00 *****35.00

RE: PANACEA DEVELOPMENT, INC.

Gentlemen:

Enclosed please find the original of Articles of Amendment to Articles of Incorporation and a check in the amount of \$35.00 to cover the cost of filing same. Once filed, please forward proof of filing to this office at the address indicated above. Thank you for your assistance.

Sincerely yours,



Sharon J. Borden
Secretary to H. Bart Fleet

Enclosures

FILED
98 MAY 22 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend.
S-28-98
CC

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

PANACEA DEVELOPMENT, INC..

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Amendment adopted:

Delete:

ARTICLE SIX
BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

The names and addresses of the initial board of directors of the corporation are as follows:

Gerald L. Lawhorne

42 River Drive
P.O. Box 1140
Panacea FL 32346

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor(s) is/are elected or appointed and has/have qualified, whichever occurs first.

FILED
98 MAY 22 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Add:

ARTICLE SIX
BOARD OF DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

The names and addresses of the initial board of directors of the corporation are as follows:

Gerald I. Lawhorn	42 River Drive P.O. Box 1140 Panacea FL 32346
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The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor(s) is/are elected or appointed and has/have qualified, whichever occurs first.

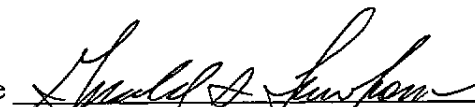
SECOND: The date of adoption of the amendment is April 15, 1998.

THIRD: Adoption of Amendment

The amendment was approved by the shareholders. The number of votes cast for the amendment were sufficient for approval.

Signed this 15th day of April, 1998.

Signature



By: Gerald I. Lawhorn

Its: President