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October 24, 1997

Secretary of State
Division of Corporations
Tallahassee, FL 32314

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-10/29/97--01050--014
*****35.00 *****35.00

Re: BARSTOOLS GALORE, INC. - Certificate of
Amendment of Articles of Incorporation
Change of Name to: BARSTOOL WORLD, INC.

FILED
97 OCT 29 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

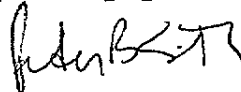
Dear Sir:

Enclosed please find a Certificate of Amendment of
Certificate of Incorporation with regard to the above-referenced
matter together with a check to your order in the amount of
\$35.00, representing required filing fee.

Won't you please file said Amendment and stamp the copy
(also enclosed) and return same together with your receipt as
soon as conveniently possible.

Thank you for your attention to this letter.

Very truly yours,



Peter B. Smith

PBS:lmc
Enclosures

JW 10/31

N/C Amend

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION

BARSTOOLS GALORE, INC., a Florida Corporation, under its Corporate Seal and the hands of its President, and Secretary, ALBERT L. PASCUZZO, hereby certifies that:

I.

The Board of Directors of said Corporation, at a meeting called and held on October 24, 1997, adopted the following resolutions:

RESOLVED, that the present name of this Corporation as stated under the ARTICLES OF INCORPORATION is BARSTOOLS GALORE, INC. and such name under said Articles shall be amended in part to read as follows:

The name of the Corporation shall be:

BARSTOOL WORLD, INC.

and the post office address of the Corporation shall be:

815 W. Boynton Beach Boulevard
Apartment #7-102
Boynton Beach, FL 33426

RESOLVED, that the above resolutions presented to this meeting be, and it is hereby, approved by the Board of Directors of this Corporation and the Directors of the Corporation adopt said resolution as being in the best interest of the Corporation and recommend the said plan to the stockholders for approval and adoption by them;

RESOLVED, that the resolution relating to the change in the name of the Corporation presented to the stockholders be, and it is hereby approved by the stockholders of the Corporation and the stockholders of the Corporation adopt said resolution of change of name as being in the best interest of the Corporation.

II.

The meeting of the stockholders of the Corporation called by the Board of Directors as aforesaid was held on October 24, 1997,

and at said meeting of the stockholders said amendment of the Certificate of Incorporation was duly adopted by the unanimous vote of all of the stockholders.

IN WITNESS WHEREOF, said Corporation has caused this Certificate to be signed in its name by its President and its Corporate seal to be hereunto affixed and attested by its Secretary this, the 24 day of Oct, 1997.

BARSTOOLS GALORE, INC

By: Albert L. Pascuzzo
Albert L. Pascuzzo, President

SEAL:

ATTEST: Albert L. Pascuzzo
Albert L. Pascuzzo, Secretary

STATE OF FLORIDA :

COUNTY OF PALM BEACH :

On this day personally appeared before me the undersigned officer duly authorized by the laws of the State of Florida to take acknowledgments, ALBERT L. PASCUZZO, personally known to me as President of BARSTOOLS GALORE, INC., a Florida Corporation, and acknowledged that he executed the above and foregoing Certificate of Amendment as such officer for and on behalf of said Corporation after having been duly authorized to do so, and who did take an oath.

Witness my hand and official seal at Boca Raton, Palm Beach County, Florida, this, the 24 day of Oct, 1997.

Peter B. Smith
Notary Public State of Florida

My Commission Expires:



PETER B. SMITH
MY COMMISSION # CC317533 EXPIRES
October 31, 1997
BONDED THRU TROY PAH INSURANCE, INC.