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CONTACT: RAY STORMONT

PHONE: (305)541-3694

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NAME: HORSERANCH, INC.

AUDIT NUMBER.....H97000019104

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

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ARTICLES OF AMENDMENT

OF

HORSERANCH, INC.

Horseranch, Inc., a Florida corporation (the "Company"), by and through Donald J. Kipnis, its President, does hereby certify that:

1. By an Action By Directors Without a Meeting dated October 10, 1997, the Company's Board of Directors adopted a resolution (a) proposing to amend the Title and Article I of the Company's Articles of Incorporation to change the Company's name to "Horse Ranch, Inc." and (b) directing that the proposed amendment be submitted to a vote of the Company's Shareholders for approval; and

2. At an Action by Shareholders Without a Meeting dated October 10, 1997, the Company's Shareholder, by a number of votes sufficient for approval, adopted the proposed amendment to change the name of the Company so that the Title and Article I of the Company's Articles of Incorporation, in lieu of their present language, shall read as follows:

ARTICLES OF INCORPORATION

OF

HORSE RANCH, INC.

ARTICLE I
NAME

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The name of this corporation is Horse Ranch, Inc.

IN WITNESS WHEREOF, the Company has caused these Articles of Amendment to be executed in its name by its proper officer thereunto duly authorized, this 14th day of October, 1997.

HORSERANCH, INC., a Florida corporation

By: Donald J. Kipnis
Donald J. Kipnis, President

INSTRUMENT PREPARED BY:
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