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Division of Corporations

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BASIC AMENDMENT

GARY HOLMES GOLF COMPANY, INC.

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Amendment

12/05/03 12/5/03

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**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
GARY HOLMES GOLF COMPANY, INC.**

Document No. P99000091143

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:

1. Article VII of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

The Corporation shall have two (2) directors to hold office. Their names and addresses are as follows:

Gary Holmes
1900 Country Club Boulevard
Mount Dora, Florida 32757

President, Secretary, Director

Robert G. Dello Russo
109 Commerce Street
Suite 1101
Lake Mary, Florida 32746

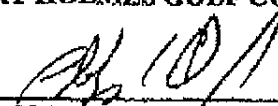
Vice President, Treasurer, Director

2. The Amendment was recommended by the Board of Directors to the Corporation's shareholders on December 4, 2003.

3. The Amendment was approved by the holders of a majority of the Corporation's common stock, which is the only group of the Corporation's shareholders entitled to vote on the Amendment, and the number of votes in favor of the Amendment was sufficient for approval.

This Amendment is dated this 4th day of December, 2003.

GARY HOLMES GOLF COMPANY, INC.



Gary Holmes, President
Attorney-in-fact Philip F. Keidaish, Jr.

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