

693866

HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 2301

JACKSONVILLE, FLORIDA 32202-5059

H. LEON HOLBROOK

EDWARD C. AKEL

KATHLEEN HOLBROOK COLD

DANIEL D. AKEL

H. LEON HOLBROOK, III

JOHN R. STIEFEL, JR.

THOMAS R. RAY

TELEPHONE

(904) 356-6311

FACSIMILE

(904) 356-7330

July 6, 1999

Secretary of State
Corporations Division
The Capitol
P. O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Amendment to Articles of
Incorporation of Fred Akel Golf Company
Check for \$35.00

800002924588--5
-07/07/99--01022--005
*****35.00 *****35.00

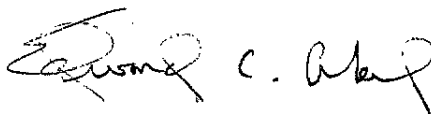
Dear Sir:

We enclose the referenced corporate instrument, in duplicate, together with our check for your fee for filing and furnishing an acknowledgement copy to us.

Please advise us, in writing, of the approval and filing of this instrument and return an acknowledgement copy to the undersigned. Please advise us if you require anything further.

Thank you for your cooperation and assistance.

Very truly yours,



EDWARD C. AKEL

ECA/gp
Enclosure

cc: Mr. Fred Akel
James R. Swindell, C.P.A.

FILED
99 JUL -7 PM12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Change
HFS 7-14-99

FILED

99 JUL -7 PM 12:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
FRED AKEL GOLF COMPANY
Changing its Name to
HERE'S FRED GOLF COMPANY, INC.

The Articles of Incorporation of this corporation are amended
as follows:

1. Article I is amended to change the name of this corporation
to: HERE'S FRED GOLF COMPANY, INC.
2. The effective date of this amendment shall be on filing.
3. This amendment was adopted and approved by the directors
and by the unanimous vote of all shareholders entitled to vote of
this corporation at a joint meeting held on June 29, 1999.

Attest:

FRED AKEL GOLF COMPANY

Nancy M. Akel
Secretary

By

Fred A. Akel
Its President, Fred A. Akel

(Corporate Seal)