



F98000005151

ACCOUNT NO. : 072100000032

REFERENCE : 834540 5118117

AUTHORIZATION :

Patricia Pizit

COST LIMIT : \$ 35.00

ORDER DATE : September 18, 2000

ORDER TIME : 8:48 AM

ORDER NO. : 834540-010

CUSTOMER NO.: 5118117

CUSTOMER:

Kcg Enterprise Inc.
7246 N.w. 66th Street

Miami, FL 33166

*Name
Change
Amend*

FILED
00 DEC 11 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

200003494742--2

FOREIGN FILINGS

NAME: MILLENNIUM GOLF, INC..

XX PROFIT

XX CORPORATE

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward -- EXT# 1135

EXAMINER: *[Signature]*

12/11/00

RECEIVED
00 DEC 11 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

FILED
90 DEC 11 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

1. MILLENNIUM GOLF, INC.

Name of corporation as it appears on the records of the Department of State.

2. DELAWARE

Incorporated under laws of

3. 9/14/98

Date authorized to do business in Florida

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 12-1-00

5. MILLENNIUM GOLF DISTRIBUTION, INC.

Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.

6. If the amendment changes the period of duration, indicate new period of duration.

New Duration

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

New Jurisdiction


Signature

08/06/00
Date

ERIC G. CARPENTER
Typed or printed name

PRESIDENT
Title


State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MILLENNIUM GOLF, INC.", CHANGING ITS NAME FROM "MILLENNIUM GOLF, INC." TO "MILLENNIUM GOLF DISTRIBUTION, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF DECEMBER, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.





Edward J. Freel, Secretary of State

2811015 8100

AUTHENTICATION: 0829134

001602019

DATE: 12-04-00

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
MILLENNIUM GOLF, INC.

MILLENNIUM GOLF, INC. , a corporation organized and existing under and by virtue of the general corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST. That the Board of Directors of said corporation, at a meeting duly convened and held, adopted the following resolution:

RESOLVED that the Board of Directors hereby declares it advisable and in the best interest of the Company that Article FIRST of the Certificate of Incorporation be amended to read as follows:

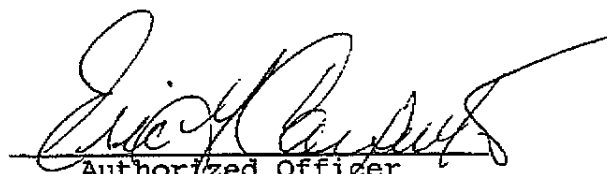
FIRST: The name of this corporation shall be:

MILLENNIUM GOLF DISTRIBUTION, INC.

SECOND. That the said amendment has been consented to and authorized by the holders of a majority of the issued and outstanding stock entitled to vote by written consent given in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD. That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the general Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed by Eric Carpenter, this eighteenth day of September A.D. 2000.


Authorized Officer