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PLEASE REPLY TO:

Winter Haven

February 13, 1998

Department of State
Division of Corporations
P.O. Box 4327
Tallahassee, FL 32301

200002437962--8
-02/23/98--01102--003
*****87.50 *****87.50

RE: GOLF VENTURES, INC.

Dear Sir or Madame:

I have enclosed the Articles of Amendment for the above-referenced Corporation, changing its name to NIGHT VENTURES, INC.

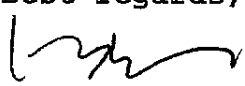
Also enclosed is a check in the amount of \$87.50 for the following costs:

Filing Fee, Articles of Amendment	\$35.00
Certified Copy of Articles Of Amendment	52.50
Total	\$87.50

Please return the certified copy of the Articles to me at the above Winter Haven address.

If anything further is needed, please let me know.

Best regards,


Kerry M. Wilson

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Enclosures

FILED
FEB 23 PM 2:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FEB 24 1998

ARTICLES OF AMENDMENT

The following provisions of the Articles of Incorporation of **GOLF VENTURES, INC.**, a Florida corporation, filed with the Florida Secretary of State on June 3, 1986, (Document No. J173137), be and they hereby are amended in the following manner:

1. Article I be, and is hereby made to read as follows:

The name of the corporation is **NIGHT VENTURES, INC.**

2. The foregoing amendment was unanimously adopted by the Shareholders and Directors of the Corporation in accordance with Section 607.0704 and Section 607.0821, Florida Statutes, on the 13 day of February, 1998.

3. The number of votes (unanimously) cast for the Amendment by the Shareholders was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation executed these Articles of Amendment this 13 day of February, 1998.

GOLF VENTURES, INC., a Florida corporation

By: _____

David J. Miller, President

Attest: _____

James K. Sartain, Secretary

FILED
98 FEB 23 PM 2:37
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 13 day of February, 1998, by David J. Miller, as President, and James K. Sartain, as Secretary, of GOLF VENTURES, INC., a Florida corporation, on behalf of said corporation. They are personally known to me or produced a Florida driver's license as identification.

(AFFIX SEAL)

13 Wyse
NOTARY PUBLIC/STATE OF FLORIDA

Kerry M. Wilson
MY COMMISSION EXPIRES
August 9, 2001
BONDED THRU TROY PAUL INSURANCE, INC.
H:\HOME\PLK\NOTARY\Kerry M. Wilson

