

LAW OFFICES OF
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Attorneys at Law
A Professional Association
Established 1959

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L60945

March 1, 2001

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

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-03/05/01--01091--023
*****35.00 *****35.00

RE: TEE IT UP, INC.

Gentlemen:

Please find enclosed the Certificate of Amendment of Articles of Incorporation of TEE IT UP, INC. Please change the name of this corporation to FRANZE HOLDINGS II, INC.

In addition, I have enclosed a check in the amount of \$35.00 for your fee for this service.

Thank you for your prompt attention to this matter.

Very truly yours,



EDWARD P. LUDOVICI

EPL/jl

Enclosure

FILED
01 MAR -5 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cc 3/8
n/c

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
TEE IT UP, INC.

I

TEE IT UP, INC., a Florida corporation, under its corporate seal and the hands of its President, Frank Franze, and Secretary, Nicholas Franze, hereby certifies that:

The Board of Director of said corporation at a meeting called and held on the 15th day of December 2000, at 2:00 p.m. adopted the following resolution:

Be it resolved by the Board of Directors of TEE IT UP, INC., a Florida corporation, deems it advisable and hereby declares that Article I of the Articles of Incorporation be amended changed and altered so as to read as follows:

The name of the corporation is FRANZE HOLDINGS II, INC.

Be It Further Resolved by the Board of Directors that at a special meeting of Stockholders of record entitle to vote upon the consideration of the said amendment, be, and the same is hereby called to be held at the office of LUDOVICI & LUDOVICI, P.A. Attorneys for the corporation, 17415 South Dixie Highway, Miami, Florida 33157-5491, County of Miami-Dade Florida, on the 15th day of December, 2000 at 3:00 p.m.

II

The meeting of the Stockholders of the corporation called by the Board of Directors as aforesaid was held on the 15th day of December, 2000, at 3:00 p.m. and at said special meeting of stockholders, said Amendment of the Articles of Incorporation was duly adopted by the unanimous vote of all the stockholders. Said name change shall be effective January 1, 2001.

IN WITNESS HEREOF, said corporation had caused this Certificate to be filed in its name by its President and its corporate seal hereunto affixed and attested by its Secretary, this 15th day of December, 2000.

TEE IT UP, INC.


By: 
FRANK FRANZE, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Attest: 
NICHOLAS FRANZE, Secretary

STATE OF FLORIDA)
)
COUNTY OF DADE)

I HEREBY CERTIFY that on this 15th day of December, 2000 before me, an officer duly qualified to take acknowledgments, personally appeared , FRANK FRANZE and NICHOLAS FRANZE, President and Secretary of TEE IT UP, INC. who is personally known to me or () who produced _____ and _____ as identification.


NOTARY PUBLIC,
State of Florida at Large

My Commission Expires:

