

1799584



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAY 23 AM 11:41

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*****35.00 *****35.00

April 11, 2001

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Amendment to Articles of Incorporation

To whom it may concern:

Enclosed are documents to amend the original articles of incorporation for Michael G. Holder, Inc., Federal ID# 59-2906901. We are amending the name of our corporation. If you have any questions, please contact me at (904) 260-3499.

Sincerely,

Susan C. Pitts

Susan Pitts
Secretary

*Susan Pitts gave Authorization
to add "by the shareholders"
in #3 ind. 5/24 JB*

~~Wor~~ 9768

Amend & N/C

V SHEPARD MAY 25 2001

Sports Facilities/Amenity Centers/Hardscape



APR 30 2001

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 26, 2001

SUSAN PITTS
SPORTS GROUP, INC.
3840 CROWN POINT RD., STE. B
JACKSONVILLE, FL 32257

SUBJECT: MICHAEL G. HOLDER, INC.
Ref. Number: M99584

We have received your document for MICHAEL G. HOLDER, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 401A00024659

Ms. Shepard :

*Attached you will find the revised document
as requested with charges.*

*Thank You
Susan Pitts*

Rec'd 5/23

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

409 E. GAINES ST.

32399

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**AMENDMENTS TO
ARTICLES OF INCORPORATION
OF
MICHAEL G. HOLDER, INC.**

Pursuant to provisions 607.1006, Florida Statutes, this profit Corporation adopts the following articles of Amendment to its Articles of Incorporation.

FIRST: Amendment(s) adopted indicate article number(s) being amended, added or deleted

AMENDMENT 1

Article 1 is Amended as Follows:

The Name of this Corporation is Changed from Michael G. Holder, Inc. to Florida Sports Group, Inc.

AMENDMENT 2

Article 8 is Amended as follows:

The name and address of the Registered Agent and the address of the Registered office of this corporation is:

Susan C. Pitts
3840 Crown Point Road
Jacksonville, Florida 32257.

AMENDMENT 3

Article 11 is Amended as follows:

The name and address of the Directors of the corporation are:

WILLIAM G. PITTS
3840 Crown Point Road
Jacksonville, Florida 32257

MICHAEL G. HOLDER
4944 Woodridge Drive
Callahan, FL 32011

JASON P. HOLDER
12801 Kelsey Island Drive
Jacksonville, FL 32224

The bylaws of the corporation shall state the manner in which director is appointed.

AMENDMENT 4

The following is Added

The corporation shall have, with the agreement of the Board of Directors, the privilege of establishing branch offices within the State of Florida or within any other State that the Board of Directors deem necessary and proper.

AMENDMENT 5

The following is Added

SELF DEALING

No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are directors or officers of such corporation; and any director or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation or in which the corporation is interested; and no contract, act or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation; and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation.

AMENDMENT 6

The following is Added

OFFICERS

The names and addresses of the officers of the Corporation and the offices they will hold for the first year of existence unless sooner terminated in accordance with the bylaws to be adopted by the Corporation are as follows:

MICHAEL G. HOLDER President
4944 Woodridge Drive
Callahan, FL 32011

JASON HOLDER Vice-President
12801 Kelsey Island Drive
Jacksonville, FL 32224

SUSAN C. PITTS Treasurer/Secretary
3840 Crown Point Road
Jacksonville, Florida 32257

SECOND : If an amendment provides for an exchange , reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment , are as follows:

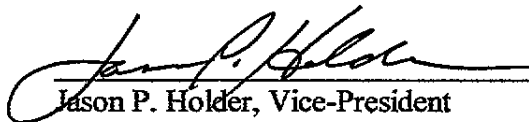
Provisions for Amendment are Addressed in Article 10. of the Articles of Incorporation .

THIRD: The Number of votes cast was sufficient for Approval by the shareholders.

IN WITNESS WHEREOF, the undersigned, as officers, have executed and adopted the Amendments ONE through SIX as delineated above to The Articles of Incorporation on the 1st day of March, 2001.



Michael G. Holder, President



Jason P. Holder, Vice-President



Susan C. Pitts, Secretary / Treasurer

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST, that **FLORIDA SPORTS GROUP, INC.**, desiring to organize under the laws of the State of Florida with its principal place of business at 3840 Crown Point, Suite B, Jacksonville, Florida, 32257, has named SUSAN C. PITTS, at the same address, as its Agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida Statutes. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

REGISTERED AGENT

Dated this 1st day of March, 2001

BY: Susan C. Pitts
SUSAN C. PITTS