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T'D OFF GOLF, INC.

01 DEC 12 PM 2: 24

SECKE MAKY OF STATE TALLAHASSEE, FLORIDA

October, 2001

800004720118---*****35.00 *****35.00

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

Gentlemen,

Enclosed please find check in the amount of \$35.00, your fee for the enclosed Amendment No. 1 change.

If you have any questions, please do not hesitate in contacting me. I am,

Very truly yours,

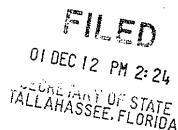
PRESIDENT

Bart IC. Gershenbaum 4844 NW 91#Way Coral Springs, Fl 33067

AMENDMENT NO. 1

TO THE ARTICLES OF INCORPORATION OF

T'D OFF GOLF, INC.



T'D OFF GOLF, INC., A FLORIDA CORPORATION, UNDER ITS CORPORATE SEAL AND THE HANDS OF ITS PRESIDENT, HEREBY CERTIFIES THAT:

UPON THE PROPOSAL OF THE BOARD OF DIRECTORS OF THE CORPORATION, THE FOLLOWING RESOLUTION WAS DULY AND UNANIMOUSLY ADAPTED BY THE BOARD OF DIRECTORS AND BY ALL HOLDERS OF THE OUTSTANDING SHARES OF COMMON STOCK OF THE CORPORATION, BEING ALL HOLDERS OF AUTHORIZED AND ISSUED STOCK OF THE CORPORATION, BY WRITTEN INSTRUMENT DATED , TO WIT.

RESOLVED, THAT, EFFECTIVE ON THE DATE OF FILING WITH THE DEPARTMENT OF STATE, STATE OF FLORIDA, TO THE ARTICLES OF INCORPORATION OF T'D OFF GOLF, INC.

ARTICLES OF INCORPORATION WERE APPROVED AND FILED IN THE OFFICE OF THE SECRETARY OF STATE OF TALLAHASSEE, FLORIDA, ON MARCH 9, 2001, BE AMENDED BY STRIKING ARTICLE 1 OF THE ARTICLES OF INCORPORATION WHICH PRESENTLY READS AS FOLLOWS:

ARTICLE I

NAME

THE NAME OF THIS CORPORATION:

T'D OFF GOLF, INC.

AND BY SUBSTITUTING THEREFOR THE FOLLOWING:

NAME

THE NAME OF THIS CORPORATION SHALL BE:

Cheekaz, Inc.

IN WITNESS WHEREOF, SAID CORPORATION HAS CAUSED THIS AMENDMENT NO. 1 TO BE SIGNED IN ITS NAME BY ITS PRESIDENT AND ADOPTED THIS & DAY OF Nov 2001.

(CORPORATE SEAL)

Bart K. Gerpt

WITNESS

STATE OF FLORIDA)
SS
COUNTY OF BROWARD)

I HEREBY CERTIFY THAT THE FOREGOING AMENDMENT NO. 1 TO THE ARTICLES OF INCORPORATION OF T'D OFF GOLF, INC. WAS ACKNOWLEDGED BEFORE ME THIS → DAY OF VOV 2001 BY BART K. GERSHENBAUM ON BEHALF OF SAID CORPORATION.

NOTARIAL SEAL

Grace Maraglino

My Commission CC873108

Expires September 22, 2003

VOTARY

MY COMMISSION EXPIRES: