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T'D OFF GOLF, INC.

FILED

01 DEC 12 PM 2:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October , 2001

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-12/12/01--01027--002
*****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,



BART K. GERSHENBAUM
PRESIDENT

Bart K. Gershenbaum
4844 NW 91st way
Coral Springs, FL 33067

NL
12-18-01
MJS

AMENDMENT NO. 1

TO THE ARTICLES OF INCORPORATION OF

T'D OFF GOLF, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 28 DAY OF Nov 2001.

(CORPORATE SEAL)

BY Bart K. Gershenbaum
Bart K. Gershenbaum
WITNESS [Signature]

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 28 DAY OF Nov 2001 BY
BART K. GERSHENBAUM ON BEHALF OF SAID CORPORATION.

NOTARIAL SEAL



Grace Maraglino
My Commission CC873108
Expires September 22, 2003

[Signature]
NOTARY

MY COMMISSION EXPIRES:

Sept 22, 2003