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BASIC AMENDMENT

TOP SPIN CAFE, INC.

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ARTICLES OF AMENDMENT**Article I. Name**

The name of this Florida corporation is Top Spin Cafe, Inc.

Article II. Amendment

The Articles of Incorporation of the Corporation are amended so that the name of the Corporation is changed from Top Spin Cafe, Inc. to Top Spin Designs, Inc.

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on the date shown below.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned executed this document on the date shown below.

Top Spin Cafe, Inc.

By: Rebecca Yaker
by R. F. Yaker as attorney-in-fact

Name: Daniel Katz

Title: President

Date: 11/14/01

Rebecca Yaker | FL Bar Member 989037
Rebecca F. Yaker, P.A.
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