

**JOHN S. SCHOENE, P.A.**

*Counsellor at Law*

230 Lookout Place, Suite 200

Maitland, Florida 32751

(407) 644-9900 Telephone

(407) 644-1282 Facsimile

*P01000120152*

March 27, 2002

**UPS OVERNIGHT**

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

100005175551--9  
-03/28/02--01063--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: Certificate of Amendment to Articles of  
Incorporation for Performance Golf, Inc.

Dear Sir/Madam:

Enclosed for filing is a Certificate of Amendment to Articles of Incorporation for Performance Golf, Inc. Also enclosed is a check in the amount of \$35.00 for the filing fee. Please stamp the extra copy and return to this office in the enclosed envelope. Thank you.

If you have any questions, please call.

Sincerely,

*John S. Schoene*  
John S. Schoene

JSS/tdp  
encls.

cc: Performance Golf, Inc.

**FILED**  
02 MAR 28 PM 2:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*John S. Schoene  
gave authority to  
complete date in  
1st para. 4/4 ac*

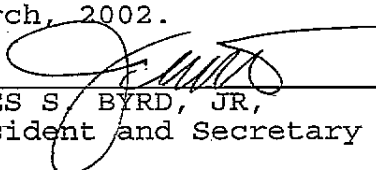
*ac  
anex  
4-4*

CERTIFICATE OF AMENDMENT

The undersigned, JAMES S. BYRD, JR., the duly elected and qualified President and Secretary of PERFORMANCE GOLF, INC., a Florida corporation, does hereby certify that the following is a true and correct copy of action taken by written consent without a meeting by the shareholders and directors of said corporation as of the 27<sup>th</sup> day of March, 2002, pursuant to the provisions of Section 607.0821 and Section 607.0704, Florida Statutes:

RESOLVED, that Article IV of the Articles of Incorporation of PERFORMANCE GOLF, INC., be and the same are hereby amended to change the maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time to One Hundred Million (100,000,000) shares of common stock having a par value of one cent (\$.01) per share.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal this 20<sup>th</sup> day of March, 2002.

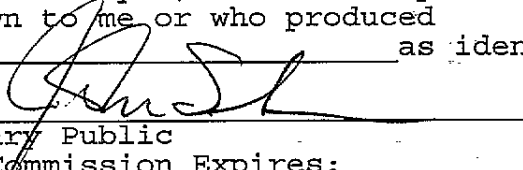
  
JAMES S. BYRD, JR.,  
President and Secretary


STATE OF FLORIDA  
COUNTY OF ORANGE

Before me, an officer duly authorized in the State and County aforesaid to administer oaths, personally appeared James S. Byrd, Jr., who being duly sworn, deposes and says: That he is the President of Performance Golf, Inc., a corporation duly organized under the laws of the State of Florida, having its principal place of business in Orlando, Florida; that she has read the foregoing Certificate of Amendment and that the same is true and correct.

  
JAMES S. BYRD, JR.

Sworn to and subscribed before  
me this 27 day of March, 2002 by  
James S. Byrd, Jr. who is personally  
known to me or who produced  
\_\_\_\_\_ as identification.

  
Notary Public  
My Commission Expires:

 John Schoene  
My Commission CC817926  
Expires March 16, 2003

FILED  
02 MAR 28 PM 2:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA