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BASIC AMENDMENT

POGO AMUSEMENTS, INC.

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
POGO AMUSEMENTS, INC.**

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts these Articles of Amendment.

FIRST: The name of the Corporation is POGO AMUSEMENTS, INC.

SECOND: The Articles of Incorporation of this Corporation are amended by changing Article I so that, as amended, said Article shall read as follows:

ARTICLE I

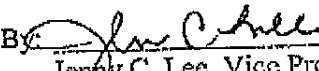
The name of the Corporation is POGO'S AMUSEMENTS, INC.

THIRD: The amendment to the Articles of Incorporation of the Corporation set forth above was adopted on May 16, 2002.

FOURTH: The amendment was adopted by the incorporator without shareholder action and shareholder action was not required.

Signed on May 16, 2001.

RAX CO., Incorporator

By: 
Jenny C. Lee, Vice President

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