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BASIC AMENDMENT

JC TENNIS ACADEMY, INC.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

(4)

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
JC TENNIS ACADEMY, INC.

1. The name of the corporation is JC Tennis Academy, Inc. (the "Corporation").
2. Article VIII of the Articles of Incorporation of the Corporation is amended to read as follows:

Article VIII. INITIAL DIRECTORS AND OFFICERS

The names and post office addresses of the members of the first Board of Directors and the initial corporate officers are:

Office	Name	Address
President/Secretary	Shawn Klein	1151 Fairlake Terr., #1707 Weston, Florida 33326
Vice-President/Treasurer	Juan Carlos Ocampo	C/O 1820 N. Corp Lakes Blvd. Suite 201 Weston, Florida 33326

3. This Amendment was approved by the holders of a majority of the Corporation's common stock, which is the only group of the Corporation's shareholders entitled to vote on the Amendment, and the number of votes in favor of the Amendment was sufficient for approval.

IN WITNESS WHEREOF, JC Tennis Academy, Inc has caused these Articles of Amendment to be executed on this 5 day of October 2005.

Amendment adoption date: October 5, 2005

By: Shawn Klein
Shawn Klein, President

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State of Florida)
County of Broward)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, that Shawn Klein, who is personally known to me/who presented the following identification _____, and who executed the foregoing instrument, and acknowledged before me that he/she executed the same.

WITNESS my hand and official seal at the County of Broward, this 5 day of October, 2005.



Notary Public

NOTARY PUBLIC-STATE OF FLORIDA
 Nancy B. Gonzalez
Commission #DD972913
Expires: NOV 17, 2008
~~My Commission Expires~~

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**CERTIFICATE OF CORPORATE RESOLUTION
AND CORPORATE INCUMBENCY**

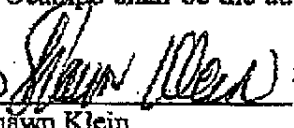
The undersigned hereby certify that the following is a true and correct copy of the resolution duly adopted by the Board of Directors of JC Tennis Academy, INC., a Florida Corporation (hereinafter "Corporation"), at a meeting duly held on October 5, 2005, where a full quorum was present and duly entered in the minutes of said meeting in the book of minutes of the Corporation and that said Resolutions are in conformity with the applicable laws of the Corporation and they are in full force and effect.

RESOLVED: That Juan Carlos Ocampo is hereby appointed the Vice-President and Treasurer of the Corporation.

FURTHER RESOLVED that Juan Carlos Ocampo, as the Corporation's Vice-President and Treasurer is hereby authorized and directed to open a corporate bank account for and on behalf of the Corporation at Wachovia Bank.

FURTHER RESOLVED that Juan Carlos Ocampo shall be the authorized signatory for the above-mentioned corporate account.

Dated October 5, 2005

By: 
Shawn Klein
President, Secretary

Verified as true and correct

By: 
Shawn Klein
President, Secretary

Corporate Incumbency

The undersigned secretary of the Corporation hereby further certifies that the following persons are incumbent in the corporate offices set forth opposite their names as of the date hereof.

Shawn Klein
Juan Carlos Ocampo

President, Secretary
Vice-President, Treasurer

By: 
Shawn Klein
President, Secretary

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