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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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10-22-98
045

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 OCT 20 PM 1:44

APPROVED
AND
FILED

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
TITUSVILLE ATTIC, INC.

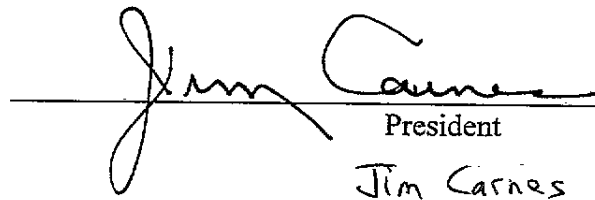
We, the undersigned, being the President and Secretary of TITUSVILLE ATTIC, INC., a Florida corporation, hereby certify that the following Amendment was unanimously adopted by the Shareholder and Directors of the corporation by unanimous written consent dated the 18 day of Aug, 1998.

ARTICLE 1. "NAME" is amended to read as follows:

"The name of the corporation is THE ATHLETIC DEPT., INC.

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, we hereby set our hands and seals this 18 day of Aug, 1998.



President
Jim Carnes

ATTEST:



Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED