

P95000067993



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 203066 7113701

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 13, 1999

ORDER TIME : 11:10 AM

ORDER NO. : 203066-005

CUSTOMER NO: 7113701

CUSTOMER: William E. Doyle, Esq
William E. Doyle, P.A.
Suite 2600
1301 Riverplace Blvd
Jacksonville, FL 32207

FILED
99 APR 13 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: RACK 'EM UP, INC.

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-04/13/99--01049--005
*****35.00 *****35.00

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

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De 4/13

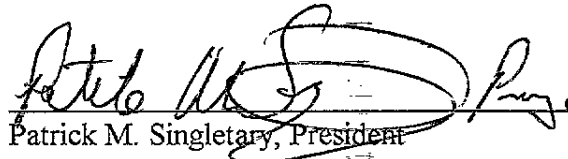
**ARTICLES OF AMENDMENT
OF RACK 'EM UP, INC.**

The Articles of Incorporation of RACK 'EM UP, INC., a Florida corporation, filed in Tallahassee on the 30TH day of August 1995, are amended to read as follows:

- I. The following officers of the corporation shall be deleted:
 - a. Joel Kauffman - President/Secretary/Treasurer.
- II. The following persons shall be added as an officer of the corporation:
 - a. Patrick M. Singletary - President/Secretary
 - b. David K. Adeeb - Vice President/Treasurer
- III. The following member of the Board of Directors of the corporation shall be deleted:
 - a. Joel Kauffman
- IV. The following person shall be added as a member of the Board of Directors of the corporation:
 - a. Patrick M. Singletary - Director

The foregoing amendment was adopted by unanimous vote of the Stockholders and Directors of the corporation on the 4th day of March, 1999, and shall become effective upon filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF the undersigned President of this corporation have executed these Articles of Amendment this 4th day of APRIL, 1999.


Patrick M. Singletary, President

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