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       CONTACT: SANDY   TOMLIN
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NAME: PRO-DYNAMIX, INC.
       AUDIT NUMBER......H97000008542
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ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

PRO-DYNAMIX, INC.

97 MAY 23 AM 9:34

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, President and Secretary of PRO-DYNAMIX, INC., a Florida corporation, hereby certify that the following resolution was adopted by the unanimous written consent of all of the directors and stockholders of the Corporation, by corporate action effective as of ___May 22___, 1997.

RESOLVED, that Article I of the Articles of Incorporation of PRO-DYNAMIX, INC., be amended to read as follows:

"ARTICLE I

The name of this Corporation shall be PRO-DYNAMIX BICYCLE TEAM, INC."

IN WITNESS WHEREOF, the undersigned have signed these Articles of Amendment this ___22nd___ day of ___May___, 1997 and have attached the corporate seal hereto.

PRO-DYNAMIX, INC.

BY: _____
FIDENZIO BIZZOTTO, President

BY: _____
FIDENZIO BIZZOTTO, Secretary

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- 1 -

Prepared by: Howard N. Kahn, Bar.No. 724426, 4000 Hollywood Boulevard, Suite 485 South, Hollywood, FL 33021, phone: (954)966-2112

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