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LAW OFFICE
OF
THOMAS P. McLENNON
A PROFESSIONAL ASSOCIATION

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THOMAS P. McLENNON
(ADMITTED TO PRACTICE IN
FLORIDA & ILLINOIS)

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August 19, 1999

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-08/23/99--01083--008
*****35.00 *****35.00

RE: GARGOYLES FITNESS AND NUTRITION, INC.
- change of corporation name to
VENICE ARENA, INC.

Dear Sir or Madam:

Please find enclosed an original and one (1) copy of an Amendment to Articles of Incorporation of GARGOYLES FITNESS AND NUTRITION, INC. changing the corporate name to VENICE ARENA, INC. Please file this Amendment and provide me with a Certificate of Amendment. A self-addressed, stamped envelope is provided for this purpose.

Also enclosed is my check in the amount of \$35.00 payable to the Secretary of State in payment of your filing fee.

Thanking you for your cooperation in this matter, I remain

Sincerely,

LAW OFFICE OF THOMAS P. McLENNON P.A.


Thomas P. McLennon

TPM/bb
Enclosures

cc: Mrs. Erin L. Shearer
1401 S. Ringling Drive
Venice, FL 34285

FILED
99 AUG 23 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Change
LFT 8-26-99
8-27-99

AMENDMENT TO ARTICLES OF INCORPORATION
OF
GARGOYLES FITNESS AND NUTRITION, INC.

FILED
99 AUG 23 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of amending the Articles of Incorporation of the above corporation under the Florida General Corporation Act, hereby adopts the following Amendments to the Articles of Incorporation adopted by the Board of Directors on Aug.16, 1999:

ARTICLE I --NAME

The name of the corporation shall be **VENICE ARENA, INC.**

All other conditions and restrictions not amended herein shall remain in full force and effect.

Pursuant to Section 607.1003, Florida Statutes, the foregoing amendment was proposed to the Shareholders by the Board of Directors and the Shareholders entitled to vote approved the amendment. The amendment was approved by unanimous vote of all Shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on August 17th, 1999.

GARGOYLES FITNESS AND NUTRITION, INC.


Randy L. Shearer, Shareholder

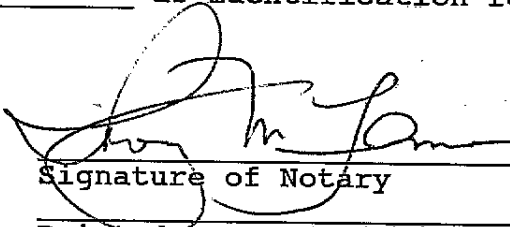

Erin L. Shearer, Shareholder/President

STATE OF FLORIDA

COUNTY OF CHARLOTTE

SWORN and subscribed before me this 17th day of August, 1999, by **RANDY L. SHEARER** and **ERIN L. SHEARER**, as shareholders of **GARGOYLES FITNESS AND NUTRITION, INC.**, a corporation incorporated in the State of Florida, and on behalf of said corporation, who ☒ are personally known to me; or ☐ have provided _____ as identification for **RANDY L. SHEARER**; and _____ as identification for **ERIN L. SHEARER**.

My Commission expires:



Signature of Notary

Printed Name of Notary

Notary's Commission Number



Thomas P. McLennon
MY COMMISSION # CC581597 EXPIRES
October 20, 2000
BONDED THRU TROY FAIR INSURANCE, INC.