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December 30, 1998

Secretary of State
Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

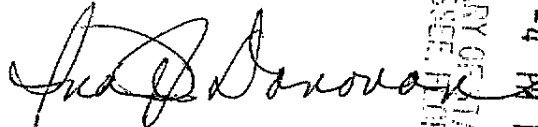
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*****35.00 *****35.00

Re: FUN & GAMES FLORIDA, INC.

Gentlemen:

Please find enclosed \$35.00 check for filing fee and duplicate originals of the Articles of Amendment To Articles of Incorporation of Fun & Games Florida, Inc.

Very truly yours,


Ina Jo Donovan

/ijd
Enclosures

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99 JAN -4 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



TLL JAN 4 1999

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
FUN & GAMES FLORIDA, INC.**

FUN & GAMES FLORIDA, INC., a Florida corporation, under its' corporate seal and the hands of its' President, **NETTY M. YARBROUGH**, certifies that:

1. The Board of Directors of said corporation had a special meeting called and held on the 1st day of December, 1998, and adopted the following resolution, to-wit:

"Be it resolved that this Board deems it advisable that Article I of the Articles of Incorporation of this corporation be amended to read as follows: The name of this corporation is **GAMES OF MANATEE, INC.** Be it further resolved that upon adoption and approval by the stockholders of this corporation that the president/secretary of this corporation be and they are hereby directed to certify a copy hereof to the Secretary of State of the State of Florida, which certificate shall recite the adoption hereof by both this Board and the stockholders of this corporation, and further finding that such officers do all other acts and things necessary under the laws of the State of Florida to effect such amendment to the Articles of Incorporation."

2. That the Board of Directors of said corporation further adopted the following resolution, to-wit:

"Be it resolved that this Board deems it advisable that Article VI of the Articles of Incorporation of this corporation be amended to read as follows: This corporation shall have one (1) director. . . . The number of directors may be either increased or decreased from time to time by the by-laws but shall never be less than one (1) and said corporation is authorized to have five (5) directors at any one time. The directors will be elected by the stockholders at the annual meeting and shall serve a two year term. The name and address of the . . . director of this corporation is: Netty M. Yarbrough, 218 82nd Street, Holmes Beach, Florida 34217. Be it further resolved that upon adoption and approval by the stockholders of this corporation that the president/secretary of this corporation be and they are hereby directed to certify a copy hereof to the Secretary of State of the State of Florida, which certificate shall recite the adoption hereof by both this Board and the stockholders of this corporation, and further finding that such officers do all other acts and things necessary under the laws of the State of Florida to effect such amendment to the Articles of Incorporation."

2. That the meeting of the stockholders of the corporation called by the board of Directors and that the provisions of said resolution was held on the 1st day of December, 1998, at 9:00 A.M., and at that said special meeting which was attended by all stockholders, the resolution above set forth was approved and adopted by the unanimous vote of all the stockholders of the corporation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, said corporation has caused this certificate to be issued in its' name and by its' President and its' corporate seal to be hereunto affixed and attested by its' secretary on this 1st day of December, 1998.

ATTEST:

Shirley M. DeGraves
Secretary

FUN & GAMES FLORIDA, INC.

By: Netty M. Yarbrough
NETTY M. YARBROUGH
President

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 28th day of December, 1998, by NETTY M. YARBROUGH, as President of FUN & GAMES, INC., a Florida corporation, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.

Ina Jo Donovan
Notary Public
Name: Ina Jo Donovan

