

P96000097440

16 March, 1998

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*****87.50 *****87.50

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida
32314

Re: G and C Skate Shop Inc.

Corporation number - P96000097440

Dear Sirs:

Enclosed please find an original and one copy of the Articles of Amendment to the Articles of Incorporation with reference to the above-captioned matter.

Also enclosed please find an official check in the amount of \$87.50 payable to the Department of State which covers the following:

Filing Fee
Certified Copy

Kindly file same and return the certified copy to me marked "filed" in the self-addressed stamped envelope provided for your convenience.

Thank you for your cooperation in this matter.

Very truly yours,

G and C Skate Shop Inc.

Per: Carlo St. Cyr
Enclosures

250 East Palm Dr.
Florida City, FL 33034-3513

Amend. & N/C

VS MAR 26 1998

FILED
98 MAR 24 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
SKATE 2000 OUTLET INC.**

FILED
98 MAR 24 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporation number - P96000097440

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted: ARTICLE ONE and ARTICLE FIVE

Article One be and is hereby amended to change the name and address of the Corporation to G and C Skate Shop Inc., Florida, Keys Factory Shops, 250 East Palm Drive, Florida City, Florida, 33034-3513

Article Five be and is hereby amended to change the name and address of the registered agent of the Corporation as follows:

The street address of the registered office of this corporation is 250 East Palm Drive, Florida City, Florida, 33034-3513

The name of the registered agent of this corporation at that address is Carlo St. Cyr

SECOND: not applicable

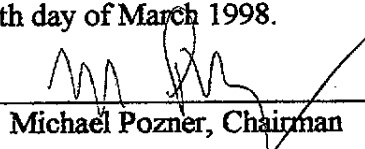
THIRD: The date of each amendment's adoption was March 16th, 1998

FOURTH: Adoption of Amendments

The amendments were approved by the shareholders. The number of votes cast for the amendment were sufficient for approval.

Signed this 16th day of March 1998.

SIGNATURE

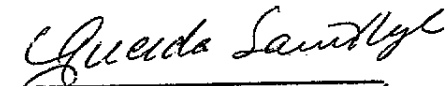

Michael Pozner, Chairman

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Amendment, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

Signed this 16th day of March 1998.


Carlo St. Cyr


GUERDA SAINT CYR