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Law Offices of  
**MICHAEL B. FISHER**  
CHARTERED

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Michael B. Fisher

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May 9, 1997

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

Re: Flying Golf Club, Inc.

600002197556--4  
-06/02/97--01068--018  
\*\*\*\*\*96.25 \*\*\*\*\*96.25

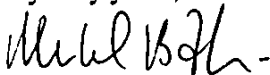
To Whom It May Concern:

I enclose with this letter Articles of Amendment for the captioned Florida Corporation together with my firm's check in the amount of \$96.25 to cover the \$35.00 Amendment filing fee, an additional \$52.50 for a certified copy of the Articles of Flying Golf Club, Inc. as they will be after filing of the enclosed Articles of Amendment, and \$8.75 for a Certificate of Status.

Please send all items to me at the address on this letterhead.

Feel free to contact me with any questions. Thank you.

Very truly yours,

  
Michael B. Fisher

encs.

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R. AGENT \_\_\_\_\_  
CERT. COPY \_\_\_\_\_  
CUS \_\_\_\_\_  
OVERPAYMENT \_\_\_\_\_  
TOTAL 35

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Amend  
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effectuate dividends, splits, or conversion of the corporation's outstanding shares.'

and

RESOLVED FURTHER, except as amended above, the Articles of Incorporation of this corporation are ratified and affirmed;

and

RESOLVED FURTHER, that the sole Incorporator of this corporation be, and he hereby is, authorized and directed to take such actions and execute and file such forms as are necessary to effectuate the intention of the foregoing resolutions."

3. No Directors have been appointed by the Incorporator, no shares have been issued to date, no rights of shareholders have been affected and no shareholder approval is required. This Amendment is executed the 1st day of April, 1997, by the corporation's sole Incorporator, Michael B. Fisher.

I certify that I am authorized to execute this amendment.

A handwritten signature in dark ink, appearing to read "Michael B. Fisher", is written over a horizontal line.

Michael B. Fisher, Sole Incorporator  
Flying Golf Club, Inc.

**Articles of Amendment**  
to  
**Articles of Incorporation**  
of  
**Flying Golf Club, Inc.**

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DIVISION OF CORPORATIONS  
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1. This Amendment is to be effective upon filing with the Department of State of Florida.
2. Effective as of April 1, 1997, the Incorporator of the corporation duly adopted the following resolutions:

"RESOLVED, that the Articles of Incorporation of this corporation be amended so that Article II, shall read:

ARTICLE II.  
SHARES AND SHAREHOLDERS

**2.01. Shares.** The total authorized number of shares of this corporation is fifteen million (15,000,000) shares, all of which shall be shares of common stock of the par value of one cent (\$.01) per share. Ten million (10,000,000) of such shares shall be voting shares and five million (5,000,000) of such shares shall be non-voting shares. Non-voting shares cannot be voted on any matter requiring a shareholder vote under Florida law, these Articles of Incorporation, or the Bylaws of this corporation. Except for the inability to be voted, non-voting shares are the same in all respects to voting shares of common stock.

**2.02. Cumulative Voting.** Shareholders shall have no rights of cumulative voting.

**2.03. Preemptive Rights.** Shareholders shall have no rights, preemptive or otherwise, to acquire any part of any unissued shares or other securities of this corporation or of any rights to purchase shares or other securities of this corporation before the corporation may offer them to other persons.

**2.04. Vote Required.** The shareholders shall take action by the affirmative vote of the holders of a majority of the voting power of the shares present and entitled to vote except where a larger proportion is required by these Articles of Incorporation or by law.

**2.05. Issuance of Shares.** The Board of Directors shall have authority to issue non-voting shares in whole or in part with respect to voting shares and to issue voting shares in whole or in part with respect to non-voting shares to