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FAX #: (850) 922-4000

FROM: ARSENAULT & REARDON  
CONTACT: JANET REARDON  
PHONE: (813) 584-1199

ACCT#: 075350000225

FAX #: (813) 586-1071

NAME: POSITIVE VIRUS INC.

AUDIT NUMBER.....H97000016258

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

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**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION**

**POSITIVE VIRUS INC.**

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, filed December 9, 1996 Charter Number P96000099808.

FIRST: The name of the corporation is amended:

From: POSITIVE VIRUS INC.

To: PERFORMANCE NIGHTLIFE, INC.

SECOND: The amendment was adopted by the Board of Directors and Shareholders on the 29th day of September, 1997.

DATED: September 29, 1997.

POSITIVE VIRUS INC.

By: [Signature]  
BRIAN STORMAN, President/Director

ATTEST:

By: [Signature]  
OLGA KUZNETSOV, Secretary

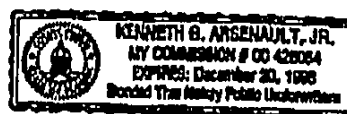
STATE OF FLORIDA  
COUNTY OF PINELLAS

Before me, the undersigned authority, personally appeared BRIAN STORMAN as President, and OLGA KUZNETSOV as Secretary as Secretary of POSITIVE VIRUS INC., to me well known to be the persons who executed the foregoing Articles of Amendment to the Articles of Incorporation on behalf of the Corporation. They are personally known to me.

29th In Witness Whereof, I have hereunto set my hand and seal this day of September, 1997.

H97000016258  
KENNETH G. ARSENAULT, JR., Esq.  
10225 Ulmerton Rd., Ste. 2  
Largo FL 33771 813-584-1199  
FEN: 264334

[Signature]  
Notary Public  
My Commission Expires:



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