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CONTACI: (PHONE: (2) (212)431-1441	CATHY LEACH 12)431-5000	FAX #:	
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ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

of

WORTHING GOLF CORPORATION

Pursuant to Section 607.1006 of the Florida Business Corporation Act the Corporation sets forth:

1) The name of the corporation is: WORTHING GOLF CORPORATION.

2) The Certificate of Incorporation shall be amended so that Article 4 reads as follows:

4.) The aggregate number of shares which the corporation shall have authority to issue is 100,000 shares of Common Stock, all of which will be without Par Value and of one class.

3) The amendment of the corporation was adopted on January 22, 1997.

4) This amendment was adopted by the sole incorporator without any shareholder action and that no shareholder action was required for the amendment.

CORPORATION:

Date: January 23, 1997

WORTHING GOLF CORPORATION

Robert Aratingi, Sole Incorporato

BlumbergExcelsior 62 White St New York, NY 10013 212-431-5000

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