79700015262 GREGORY H. FISHER P.A. ATTORNEY AT LAW

5520 FIRST AVENUE NORTH St. Petersburg, Florida 33710-8006

TELEPHONE: 813-344-5520 FACSIMILE: 813-381-2778 E-MAIL: fishlaw@gte.net

July 20, 1998

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

98 JUL 22 PH 12: 17

RE: Gallauer-McCain, Inc.

Gentlemen:

300002595493--1 -07/22/98--01067--001 *****70.00 *****35.00

In reference to the above, I am transmitting herewith the following:

Articles of Amendment;

Officer/Director Resignation;

Check in the sum of \$70.00 (\$35.00 for Officer/Director Resignation and \$35.00 for Articles of Amendment)

I would request that a "date stamp" copy of each of the enclosed documents be returned to this office. If anything further is needed to complete this transaction, kindly advise. Thank you for your assistance in this matter.

Sincerely,

Gregory M. Fisher

GHF:ah Enclosures sos0720.ltr check of DALS

NC. NC. 7/21/

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION. OF

GALLAUER-McCAIN	, INC.
(present name)	•

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: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article I should now read as follows:

ARTICLE I

The name of this corporation is McCain International Tennis Academy, Inc.

98 JUL 22 PM IZ: 17
SECRE PARY DE STATE

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD:	The date of each amendment's adoption: July 1, 1998	
FOURTH: Adoption of Amendment(s) (CHECK ONE)		
C	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.	
C	The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):	
	"The number of votes cast for the amendment(s) was/were sufficient for approval byviring group	
Ę	The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.	
(The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.	
Signed this		
Signature (By the Chairman or the Board of Directors, President or other officer if adopted by the shareholders)		
OR		
(By a director if adopted by the directors)		
OR		
(By an incorporator if adopted by the incorporators)		
DAVID MCCAIN Typed or printed name		
<u>Director, President</u> Title		