81/14/1998 14:1P3(71-0557)))) PAGE 01

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TO: DIVISION OF CORPORATIONS

(850) 922-4000

FAX #:

ACCT#:

FROM: MIT PRODUCTS AND SERVICE, INC.

070402002741

CONTACT: RAFAEL MOREL PHONE: (305)871-0008

FAX #:

(305)871-0550

NAME: CHEER-PALACE, INC.

AUDIT NUMBER..... H98000000865 DOC TYPE......BASIC AMENDMENT

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TO: DIVISION OF CORPORATIONS

FAX #:

(850) 922-4000

FROM: MIT PRODUCTS AND SERVICE, INC.

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CONTACT: RAFAEL MOREL

PHONE: (305)871-0008

FAX #:

(305)871-0550

NAME: CHEER-PALACE, INC.

AUDIT NUMBER...... 198000000865

DOC TYPE..... BASIC AMENDMENT

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TO: _____

FAX: 18509224000

FROM: RAFAEL MOREL CPA PA

FAX: 305-871-0550

TEL: 305-871-0008

COMMENT: DOCUMENT INCOMPLETE ? CALL

. п980000000865

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

CHEER-PALACE, 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 AMENDED:
ARTICLE I NAME
CHEER-PALACE, INC. (OLD)

AMENDED ADOPTED:
ARTICLE I NAME
TOP GUN CHEERLEADING TRAINING CENTER, INC. (NEW)

98 JAN IL PM 3: 31
SECRETARY OF STATE
SECRETARY

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:

PREPARED BY: MIT PRODUCTS & SERVICE, INC. 6555 N.W. 36TH ST. STE. 301 MIAMI, FL. 33166 PHONE 305 871-0008

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THIRD:	The date of each amendment's adoption: December 31, 1997
FOURTH	Adoption of Amendment(s) (CHECK ONE)
83	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
Ö	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 by
	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.
/s	Signed this 13 day of January, 19 98
√ 21gnature	NORLAN PEREZ - PRESIDENT (By the Chairman of Vice Chairman of 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)
	Typed or printed name
	Title