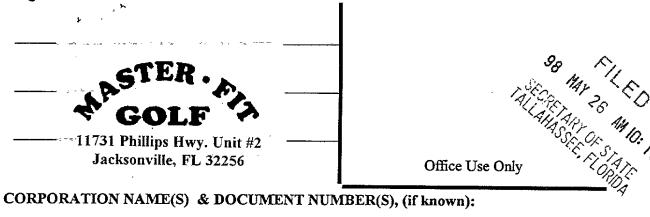
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NEW FILINGS	AMENDMENTS
Profit	Amendment
NonProfit	Resignation of R.A., Officer/Director
Limited Liability	Change of Registered Agent
Domestication	Dissolution/Withdrawal
Other	Merger

OTHER FILINGS
Annual Report
Fictitious Name
Name Reservation

REGISTRATION/ QUALIFICATION
Foreign
Limited Partnership
Reinstatement
Trademark
Other

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VS JUN 3 1998

ARTICLES OF AMENDMENT NO. ONE TO THE ARTICLES OF INCORPORATION OF MASTER-FIT GOLF, INC.

98 MAY 26 AN 10: 18
TALLAHASSEE AMEATE

Pursuant to Section 607.1003 and 607.1006 of the Florida Business Corporation Act/the "Articles of Incorporation of MASTER-FIT GOLF FRANCHISING, INC. (the "Corporation"), are hereby amended according to these Articles of Amendment:

FIRST:

The name of the Corporation is MASTER-FIT GOLF FRANCHISING,

INC.

SECOND:

The Articles of Incorporation shall be amended to delete Article I in its

entirety and replace it with the following:

The name of the Corporation is MASTERFIT

GOLF LTD, INC.

THIRD:

The foregoing amendment was adopted by written consent of the shareholders and directors of the Corporation, constituting a sufficient number of votes for the amendment to be approved in accordance with

Sections 607.0821 and 607.0704 of the Florida Statutes, on

April 27, 1998.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed this instrument this 27 day of April, 1998.

Phillip R. Lanza, President

JAX1-295600