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CR2E031(1-95)

Examiner's initials

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF



MARTIAL ARTS AMERICA, 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)

May 5, 1997: Article #1 Amendment is hereby adopted/approved:

That, newly established corporate name; Martial Arts America, Inc; was found to be an established name on the national market, in use for a number of years both inside/outside the State of Florida. That, to continue with the use of this name would cause a conflict between the two established business operations. That, Martial Arts America, Inc, will be changed immediately to a new corporate name of:

MARTIAL ARTS USA, INC.

That, contact has been made with the Florida Department Of State Division Of Corporations, and has found that the name selection of:

MARTIAL ARTS USA, INC. is available. That, Articles Of Amendment to Articles Of Incorporation, has been submitted to the State Divisions Of Corporations, for amendment.

John E. Chambers, President

May 5, 1997

John E. Chambers 701 S. Chambers Way Inverness FL 34450

Joan A. Chambers, Sacretary/Treasurer

(352) 726-1076

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: May 5, 1997		
FOURTH: Adoption of Amendment(s) (CHECK ONE)			
Q	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.		
0	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.		
Signed this 5 day of MAY, 1997 Signature Chambers, President			
(By the Chairman or 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)		
	JOHN E. CHAMBERS		
	Typed or printed name		
	PRESIDENT TNCOrporator		
	Title		