

P 97000092866

THE WINNERS CIRCLE

P O BOX 720157

ORLANDO, FLORIDA 32872-0157

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-03/04/99--01092--001

*****43.75 *****43.75

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*Amend
3-8-99
OK*

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE WINNERS' CIRCLE, INC.**

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: Amendments adopted:

ARTICLE I: NAME

The name of this Corporation shall be:

THE WINNERS' CIRCLE, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

5454 HOFFNER AVE., SUITE 108, ORLANDO, FLORIDA 32812

ARTICLE III: SHARES

The number of shares of stock that this corporation is authorized to have
outstanding at any one time is:

150,000

ARTICLE IV: REGISTERED AGENT

The registered agent and street address of the registered office of this corporation
shall be:

**THOMAS E. ACEY, JR.
5454 HOFFNER AVE., SUITE 108, ORLANDO, FLORIDA 32812**

SECOND: The date of each amendment's adoption: FEBRUARY 23, 1999.

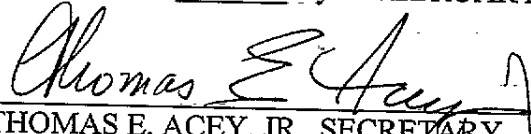
THIRD: Adoption of Amendments:

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99 MAR -4 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

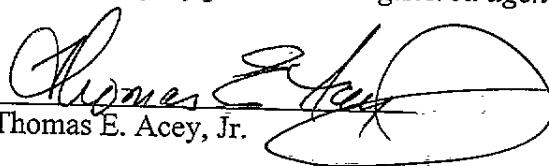
The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 23 day of FEBRUARY 1999.

Signed by:


THOMAS E. ACEY, JR., SECRETARY

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


Thomas E. Acey, Jr.

FEBRUARY 23, 1999