ANN PORATH

WELLINGTON COUNTRY PLAZA
SUITE 209
12773 FOREST HILL BOULEVARD
WELLINGTON, FLORIDA 33414

TELEPHONE (561) 798-2907 FAX (561) 790-3519

October 6, 1998

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

Re:

DUNHILL SPORTS, INC.-Filed on 11/17/97

Doc. No:P97000099057 Articles of Amendment

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Amendment of DUNHILL SPORTS, Incorporation. Also enclosed is my check in the amount of \$35.00 to cover the filing fee.

Kindly return the stamped, filed copy and the Secretary of State letter to me, I have enclosed an envelope for this purpose.

Thank you for your cooperation in this matter.

700002660757--5: -10/03/98--01080--017 ******35.00 ******35.00

Very truly yours,

Ann Porath

AP/dlp Enclosures: FILED

98 OCT -9 M II: 22

SECRETARY OF STATE
ALLAHASSEE, FLORINA

Amend TID OCT 1 2 1998

ARTICLES OF AMENDMENT OF DUNHILL SPORTS,INC.

98 OCT STATED

TALLAHASSEE, FLORIDA

Diration

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its Articles of Incorporation:

FIRST:

Amendment(s) adopted:

ARTICLE VII shall be amended as follows:

The number of Directors constituting the Board of Directors of the corporation is two. The resignation of the William H. Tewell as Director and Vice President/Secretary was accepted, the names and addresses of said person who is to serve as a Director and Vice President/Secretary from September 28, 1998, until his successor is elected or appointed and have qualified is as follows:

NAME OFFICE ADDRESS

Michael Giles Vice Pres../ Secy/Director

L3789

Exotica Lane, Wellington, Fl. 33414

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:

None

FOURTH: Adoption of Amendment(s) X The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval. The amendment(s) was/were approved by the shareholders through voting groups. N/A The following statements must be separately provided for each voting group entitled to vote separately on the amendment(s): N/A "The number of votes cast for the amendment(s) was/were sufficient for approval by: N/A. 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 294 day of Signature: (By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) Peter J. Porath, President/Director OR (By a director if adopted by the directors) OR (By an incorporator if adopted by the incorporators) eter J. Porath. President/Director

The date of each amendment's adoption: September 28, 1998.

THIRD: