



CLUB INFORMATION SYSTEMS, INC.

Preferred Provider for ~~James~~ Club Software

P97000106880

April 21, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

600002847566--7
-04/22/99-01073-007
*****35.00 *****35.00

Re: Club Information Systems, Inc. / CSS Companies, Inc.

Dear Sir or Madam:

Enclosed herewith you will please find an Amendment to Articles of Incorporation in original and one copy along with my check in the amount of \$35.00 representing your fee for same.

Please file the above referenced amendment and return a copy to me in the self addressed stamped envelope which I have enclosed for your convenience.

Should you have any question you may contact me at 813-249-0303.

Thanking you in advance for your assistance.

Very truly yours,

Carl Van Emburgh

NC Amend
4-26-99
MS

FILED
99 APR 22 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

enclosures

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CLUB INFORMATION SYSTEMS, INC.**

FILED
99 APR 22 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of CLUB INFORMATION SYSTEMS, INC., was amended by unanimous consent of the Board of Directors and Shareholders on the 21st day of April, 1999. The corporation is filing these articles of amendment to articles of incorporation pursuant to F.S. 607.0602.

1. The name of the Corporation is CLUB INFORMATION SYSTEMS, INC.

2. Article I of the Articles of Incorporation of CLUB INFORMATION SYSTEMS, INC., was amended by unanimous consent of all of the Board of Directors and Shareholders on the 21st day of April, 1999, as follows:

The name of this Corporation is "CSS COMPANIES, INC."

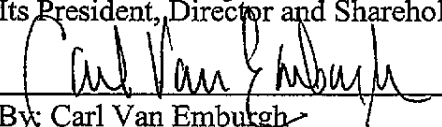
3. Article II of the Articles of Incorporation of Club Information Systems, Inc., was amended by unanimous consent of all of the Board of Directors and Shareholders on the 21st day of April, 1999, as follows: The Principal place of business and mailing address of 5706 Benjamin Center Drive, Suite 116, Tampa, Florida, 33634.


4. The foregoing Amendment to the Articles of Incorporation was adopted by unanimous consent of all of the Board of Directors and Shareholders on the 21st day of April, 1999.

IN WITNESS WHEREOF, all of the Board of Directors, Shareholders, and Officers of the Corporation have executed these Articles of Amendment on this 21st day of April, 1999, by the undersigned, who affirm that the statements made herein are true, under the penalties of perjury.

CSS COMPANIES, INC.


By: MICHAEL H. HIGGINS
Its President, Director and Shareholder


By: Carl Van Emburgh
Its Vice President, Director, Treasurer and Shareholder


By: Vyda Van Emburgh
Its Secretary and Director