

SIDEOUT

Sports Bar & Grill

P98000004756

June 29, 1998

Division of Corporation
Department of State
The Capital
P.O. Box 6327
Tallahassee, FL 32314

100002577381--2
-07/01/98--01045--010
*****35.00 *****35.00

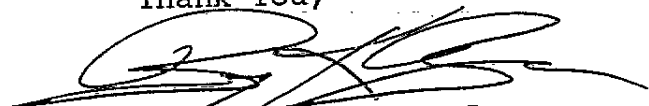
To whom it may concern:

Enclosed please find an amendment to the articles of Incorporation to Side-Out, Inc., and a check in the amount of \$35.00. Please make the necessary changes to documentation.

Also, please be advised that all correspondence and records should indicate the following address:

Side-Out, Inc.
P.O. Box 10496
Brooksville, FL 34603
Phone: 352-799-4992

Thank You,


Barry K. Brewer, Sr.
Sec/Tres, Side-Out, Inc.

FILED
98 JUL - 1 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend.

V8 JUL 1 4 1998

20090 Cortez Blvd, Brooksville, FL 34601

Mailing Address: P.O. Box 10496, Brooksville, FL
34603

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SIDE-OUT, INC.

FILED
98 JUL -1 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

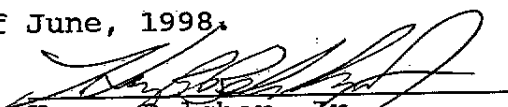
FIRST: Amendment adopted: ARTICLE VI - Initial Board of Directors is amended to delete Walter Brown as a director of Side-Out, Inc. The Board of Directors shall be:

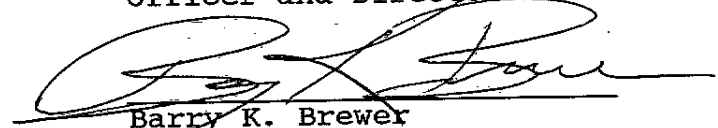
<u>Name</u>	<u>Address</u>
Henry Belcher, Jr.	14099 Hexam Road, Brooksville, FL 34613
Barry K. Brewer	P. O. Box 566, Brooksville, FL 34605-0566

SECOND: The date of the adoption of this amendment was June 1, 1998.

THIRD: Adoption of Amendment. The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 1st day of June, 1998.


Henry Belcher, Jr.
Officer and Director


Barry K. Brewer
Officer and Director
Sec./Treas.