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FROM	
THE WINNERS CIRCLE	
STE 100	
5454 HOFFNER AVE	
ORLANDO	FL 32812
<i>Joe MARTILLA</i>	EXT/52 407-277-0702

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FILED
99 FEB 12 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 FEB 12 PM 12:02

OFFICE OF CLERK OF SUPREME COURT

Amend & MC
2/12/99
SP

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
CHAMPIONS ONLY, INC.**

FILED
99 FEB 12 PM 3:03
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: Amendments adopted:

ARTICLE I: NAME

The name of this Corporation shall be:

FOR CHAMPIONS ONLY, 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 9, 1999.

THIRD: Adoption of Amendments:

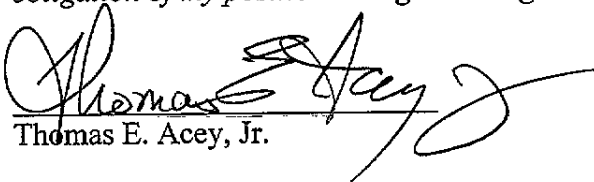
The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 9th 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 9, 1999