

P 98000034158
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Counsel for Intellectual Property

July 27, 1998

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

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-07/29/98--01052--001
*****35.00 *****35.00

Re: Ultimate Team Adventure, Inc.

Dear Sir or Madam:

Enclosed please find an original and a copy of Articles of Amendment of Articles of Incorporation for the above named corporation. In addition, a check in the sum of \$35.00 is enclosed which represents the following fee: (607.0122)

Filing Fee for Articles of Amendment
of Articles of Incorporation

\$ 35.00

Please file the original of the enclosed Articles of Amendment of Articles of Incorporation and return a date stamped copy to the undersigned, in the envelope I have provided.

Also, please note that the amendment was duly adopted on the 22nd day of July, 1998.

Very truly yours,

Howard P. Ross

HPR:brs
Enclosure

N.C.

7-30-98
CC

FILED
98 JUL 29 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Lakeland

Tampa

Panacea

ARTICLES OF AMENDMENT

OF

ARTICLES OF INCORPORATION

YOUNG & EAVES MANAGEMENT GROUP, INC.

* * * * *

Pursuant to Section 607.1006 of the
Florida Business Corporation Act

FILED
98 JUL 29 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

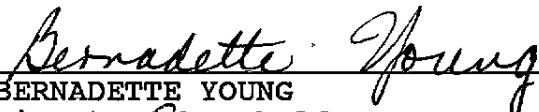
Young & Eaves Management Group, Inc., a corporation organized and existing under any by virtue of the Florida Business Corporation Act (hereinafter called the "Corporation") DOES HEREBY CERTIFY that:

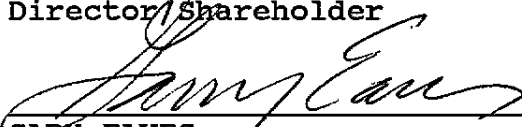
FIRST: Article I of the Articles of Incorporation of the Corporation be, and it hereby is, amended to read as follows:

I. The name of the corporation shall be ULTIMATE TEAM ADVENTURE, INC.

SECOND: The amendment was duly adopted on the 22 day of July, 1998, by unanimous written consent of the Directors/Shareholders of the Corporation, in accordance with the provisions of Section 607.1006 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, I have hereunto set my signature the 22 day of July, 1998.


BERNADETTE YOUNG
Director/Shareholder


GARY EAVES
Director/Shareholder

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
YOUNG & EAVES MANAGEMENT GROUP, INC.

* * * * *

Pursuant to Section 607.1006 of the
Florida Business Corporation Act

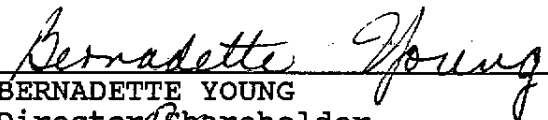
Young & Eaves Management Group, Inc., a corporation organized and existing under any by virtue of the Florida Business Corporation Act (hereinafter called the "Corporation") DOES HEREBY CERTIFY that:

FIRST: Article I of the Articles of Incorporation of the Corporation be, and it hereby is, amended to read as follows:

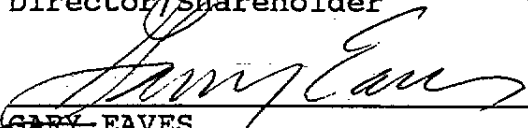
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BERNADETTE YOUNG
Director/Shareholder

GARY


GARY EAVES
Director/Shareholder

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA