



THE UNITED STATES
CORPORATION
COMPANY

P98000052483

ACCOUNT NO. : 072100000032

REFERENCE : 020729 7113701

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
98 NOV -4 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 4, 1998

ORDER TIME : 10:39 AM

ORDER NO. : 020729-005

CUSTOMER NO: 7113701

Amend

CUSTOMER: Ms. Stephanie L. Townsend
William E. Doyle, P.a.
Suite 2600
1301 Riverplace Blvd
Jacksonville, FL 32207

300002680029--3
-11/04/98--01038--019
*****35.00 *****35.00

DOMESTIC AMENDMENT FILING

NAME: CLUB LIVE HARD, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

RECEIVED
98 NOV -4 AM 11:23
DIVISION OF CORPORATION

APR
11/5/98

**ARTICLES OF AMENDMENT
OF CLUB LIVE HARD, INC.**

FILED
98 NOV -4 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article VI of the Articles of Incorporation of CLUB LIVE HARD, INC., a Florida corporation, filed in Tallahassee on the 11th day of June 1998, is amended to read as follows:

ARTICLE VI

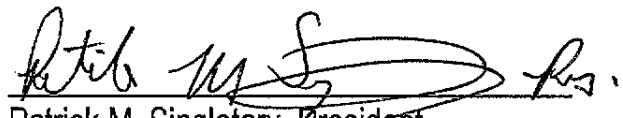
INITIAL BOARD OF DIRECTORS

The Corporation shall be amended to have two (2) Directors to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The following is a list of the amended initial directors and their respective addresses:

1. Patrick M. Singletary, 13613 Marsh Harbour Drive, North, Jacksonville, Florida 32225.
2. David K. Adeeb, 2245 Eagles Nest Road, Jacksonville, FL 32246.

The foregoing amendment was adopted by unanimous vote of the Stockholders and Directors of the corporation on the 21st day of October, 1998, and shall become effective upon filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF the undersigned President of this corporation have executed these Articles of Amendment this 2nd day of November, 1998.


Patrick M. Singletary, President