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BASIC AMENDMENT

PSI #33, INC.

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ARTICLES OF AMENDMENT TO
THE
ARTICLES OF INCORPORATION
OF

PSI #33, INC.

PSI #33, INC., a Florida corporation (the "Corporation"), hereby certifies as follows:

The Articles of Incorporation of the Corporation are hereby amended by deleting the present form of Article I in its entirety and by substituting, in lieu thereof, the following:

ARTICLE I

The name of the corporation shall be POWERSPORTS OF MARINA DEL REY, INC. and its new address is 215 5th Street, Suite 108, West Palm Beach, Florida 33401.

1. The foregoing amendment shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

2. The amendment recited in Section 1 above has been duly adopted in accordance with the provisions of §§607.0821, .0704, and .1003, Florida Statutes, by a majority of the shareholders and directors having executed a written statement, dated September 7, 1999, manifesting their intentions that the amendment be adopted; and the number of votes cast for the amendment by the shareholders was sufficient for approval.

3. IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be prepared under the signature of its President this 23RD day of September, 1999.

PSI #33, INC.

By: _____

 Pres.
Lee W. Heaton, President

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