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February 28, 2000

VIA CERTIFIED MAIL-
RETURN RECEIPT REQUESTED

Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00

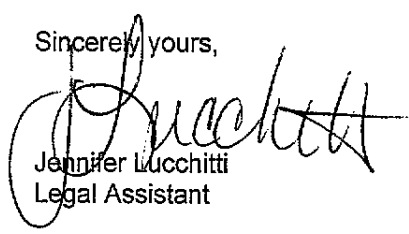
RE: MyGolfTime, Inc.;
Our File: 935-1.

Dear Ladies/Gentlemen:

Enclosed, please find the original, executed Articles of Amendment to Articles of Incorporation of MyGolfTime, Inc., along with our firm check in the amount of \$35.00 for filing with the Division of Corporations. Once filed, please return a copy (not certified) of the Articles of Amendment to our office at the above address.

If you have any questions or require anything further, please do not hesitate to contact our office. Thank you for your assistance in this matter.

Sincerely yours,


Jennifer Lucchitti
Legal Assistant

\jsl
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -3 PM12:31

Amend

LFJ 3-15-2000

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MY GOLF TIME, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR -3 PM 12:31

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts and amends the following articles of amendment to its articles of incorporation as set forth below:

FIRST : AMENDMENT(S) ADOPTED:

ARTICLE VI - PRE-EMPTIVE RIGHTS

ARTICLE V - Pre-emptive Rights. If the Corporation issues or sells new shares of common stock, or any other securities convertible into new shares of common stock of the Corporation for cash, but not for other property, services or in connection with the merger of another person with or into the Corporation, then each holder of common stock of the Corporation shall have the first right to purchase shares of common stock (and other securities convertible into common stock of the Corporation) that may, from time to time, be issued and/or sold (whether or not presently authorized but excluding any shares which have been previously been issued) in the ration that the number of shares of common stock of the Corporation held by such shareholder at the time of issue bears to the total number of shares of common stock of the Corporation outstanding at the time of issue. The rights granted in this Article shall be deemed waived by any shareholder who does not exercise such shareholder's rights in accordance with this Article and in accordance with any Notice to Shareholder sent to each shareholder by the Corporation. In order to exercise its pre-emptive rights, any shareholder must perform all of the following: 1) indicate, by duly authorized signature, its desire to exercise its pre-emptive rights; and 2) indicate that the shareholder desires to exercise all, but not less than all, of its pre-emptive rights for the purchase of all of the pre-emptive shares; and 3) deliver payment in full pursuant to the terms and conditions set forth in the Notice to Shareholders within fifteen (15) days from the date of the Notice; and 4) deliver a duly authorized executed copy of the Notice pursuant to the terms and conditions set forth in the Notice to Shareholders within fifteen (15) days from the date of the Notice. A shareholder may also waive its pre-emptive rights by so evidencing its desire in writing pursuant to the terms and conditions set forth in the Notice to Shareholders.

**ARTICLE VIII – PREFERENCES, LIMITATIONS,
AND RELATIVE RIGHTS OF SHARE OF COMMON STOCK**


To be deleted in its entirety.

SECOND: No Action.

THIRD: The date of each and every amendment set forth above is February 18, 2000.

FOURTH: The amendments set forth above were approved by unanimous consent of all of the Shareholders and Directors. The number of votes cast for the amendments were sufficient for approval.

Signed as of the __18__ day of February, 2000.


Todd A. Magargue, President/Secretary