P99000005593

Tropical Billiards
4901 Palm Bch.Bvd.,#39
Ft. Myers, FL 33905
(941) 543-4723

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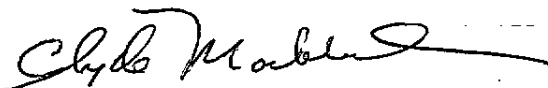P.O. Box 6327
Tallahassee, FL 32314

RE: Admendment to Corporation/ Document #P99000005593

Admendment Section;

Enclosed is the Articles of Amendment to Tropical Billiards Article of Incorporation. This is in compliance of section 607-1006, Florida Statues.

Also enclosed is a check in the amount of $35.00 for the filling fee of this transaction.

Sincerely,

Clyde Markland

Clyde Markland

700002788537--8
-02/26/99--01066--011
*****35.00   *****35.00

Amend-
3-4-99
CC

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

TROPICAL BILLIARDS INC.
Document # P99000005593

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles (4 amendment to its articles (4incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE VII   *Officers of the Corporation shall be:*

Clyde Markland, President   *PO Box 50894*
                                        Ft. Myers, FL 33994

Robert Finnie, Vice President   *2322 Hibiscus Rd.*
                                        Ft. Myers, FL 339

Shirley T. Markland, Sec./Tres.   *P.O. Box 50894*
                                        Ft. Myers, FL 33994

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption:____February 23, 1999_____

FOURTH: Adoption of Amendment(s) (CHECK ONE)

xx   The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not requned.

Signed this __23rd__ day of __February__ , 19<u>99</u>

Signature _____

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR
(By a director if adopted by the directors)

OR
(By an incorporator if adopted by the incorporators)

<u>Clyde Markland</u>
Typed or Printed name

<u>President/INCORATOR</u>
Title