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May 5, 2000

Lee Kaplan
SonnyBoy Sports, Inc.
933 N. 3rd Street
Jacksonville Beach, Florida 32250

Re: SonnyBoy Sports, Inc. (the "Company")

Dear Lee:

Pursuant to our telephone conversation, enclosed are each of the following:

1. Articles of Amendment;
2. Statement of Change of Registered Agent; and
3. Shareholder Resolutions.

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-05/24/00--01076--014
****35.00 ****35.00

Resolutions Returned

Prior to filing the Articles of Amendment, you should have the resolutions signed by each shareholder of the Company. Once this has been done, sign and date the Articles of Amendment in the appropriate place and insert into the third section the date that the final shareholder's signature was obtained on the resolutions. The Articles of Amendment should be submitted to the Division of Corporations with a filing fee of \$35.00. With respect to the Statement of Change of Registered Agent, you should sign and date the statement in the appropriate place and submit it to the Division of Corporations with a filing fee of \$35.00. The address for these documents to be submitted is as follows:

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

Once this has been completed, please let me know and we will prepare stock certificates for each of the shareholders.

Should you have any questions please feel free to call.

Very truly yours,

SMITH HELMS MULLISS & MOORE, L.L.P.



C. Palmer Brown, Jr.

CPB/bbl

Enclosures

Amend
MS 6-5-2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 24 PM 1:01

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAY 24 PM 1:01

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

SONNYBOY SPORTS, INC.

(present name)

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

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

Article V is hereby amended so that as amended it shall read as follows:

"The total number of shares of capital stock which the Corporation has the authority to issue is One Million (1,000,000) shares of Common Stock ("Common Stock") at \$0.01 par value per share."

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: May 22, 2000

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

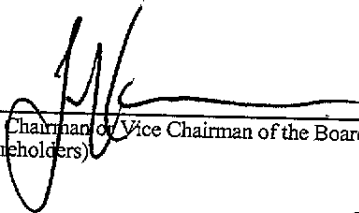
- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
voting group

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 22nd day of May, 2000

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)

Lee S. Kaplan

Typed or printed name

President

Title