

P99000011525

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BASIC AMENDMENT

CARIBBEAN OPTICAL CONCEPTS, INC.

Certificate of Status	0
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**ARTICLES OF AMENDMENT**  
**TO THE**  
**ARTICLES OF INCORPORATION**  
**OF**  
**CARIBBEAN OPTICAL CONCEPTS, INC.**

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Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned President of Caribbean Optical Concepts, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida, bearing Document # P99000011525 does hereby certify:

First: That pursuant to Written Consent of the Board of Directors and Written Consent of the Majority Shareholder of said Corporation, both dated September 27, 1999, the Majority Shareholder and Directors approved the amendment to the Corporation's Articles of Incorporation as follows:

Articles I and VII of the Articles of Incorporation of this Corporation are amended to read in its entirety as follows:

**ARTICLE I**  
**CORPORATE NAME**

The name of the company is "Castle Sports and Entertainment, Inc."

**ARTICLE VII**  
**BOARD OF DIRECTORS**

This Corporation shall have the number of directors set forth in the by laws of the Corporation and the terms under which such directors will serve shall be set forth in the by laws of the Corporation.

The foregoing amendment was adopted by the Board of Directors and the Majority Shareholder of the Corporation by Unanimous Consent of the Board of Directors and Written Consent of the Majority Shareholder of the Corporation dated September 27, 1999 acting pursuant to Sections 607.0704 and 607.0821

JOEL D. MAYERSOHN, ESQ. FL BAR#0093492  
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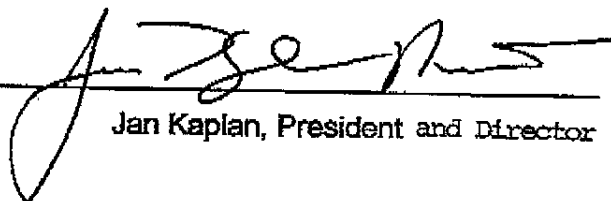
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of the Florida Business Corporation Act. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the President of the Corporation, has executed these Articles of Amendment as of September 27, 1999.

CARIBBEAN OPTICAL CONCEPTS, INC.

By: \_\_\_\_\_

A handwritten signature in black ink, appearing to read "Jan Kaplan", is written over a horizontal line.

Jan Kaplan, President and Director

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