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April 5, 2001

Florida Department of State
401 S. Monroe Street
Tallahassee, FL 32399

RE: Xtreme Off-Road, Inc. of Tampa
Our File Number: 143608.01000

Dear Sir/Madam:

Enclosed please find Articles of Amendment to Articles of Incorporation of Xtreme Off-Road, Inc. of Tampa and check # 10301 in the amount of \$35.00 for the filing fee.

Should you have any questions, please feel free to call.

Sincerely,

SALEM SAXON, P.A.

Kevin M. Kenny
Kevin M. Kenny

KMK/tj

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*Amend
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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
XTREME OFF-ROAD, INC. OF TAMPA**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, XTREME OFF-ROAD, INC. OF TAMPA, a Florida corporation, adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Article 5, entitled "Officers," is hereby amended to substitute the following provision, which replaces the previous language of Article 5 in its entirety:

The officers of the Corporation shall be:

President:	Charles R. Stapleton, Jr.
Vice President:	Charles R. Stapleton, Jr.
Secretary:	Charles R. Stapleton, Jr.
Treasurer:	Charles R. Stapleton, Jr.

Whose addresses shall be the same as the principal office of the Corporation.

SECOND: Article 6, entitled "Director(s)," is hereby amended to substitute the following provision, which replaces the previous language of Article 6 in its entirety:

The Director(s) of the Corporation shall be:

Charles R. Stapleton, Jr.


THIRD: These Articles of Amendment to the Articles of Incorporation were adopted on March 26, 2001.

FOURTH: These Articles of Amendment to the Articles of Incorporation were approved by the Shareholders and adopted by the Directors. The number of votes cast by the Shareholders and the Directors were sufficient for approval.

Signed this 26 day of March, 2001

XTREME OFF-ROAD, INC. OF TAMPA,
a Florida corporation

Signature


Charles R. Stapleton
Shareholder and Director