

MAY-03-00 12:17PM

FROM-AKERMANN SENTERFITT & EIDSON

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Florida Department of State
Division of Corporations
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BASIC AMENDMENT

TEE BONE GOLF, INC.

Certificate of Status	0
Certified Copy	1
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AMEND
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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
TEE BONE GOLF, INC.**

Pursuant to the provisions of Section 607.1003 of the Florida Business Corporation Act, as amended (the "FBCA"), the Articles of Incorporation, as amended, of Tee Bone Golf, Inc., a Florida corporation (the "Corporation"), are hereby amended as follows:

- I. Article V is deleted in its entirety and amended to read as follows:

ARTICLE V

1. Authorized Shares. The total number of shares of capital stock that the Corporation is authorized to issue is Fifty Five Million (\$5,000,000) shares, consisting of Fifty Million (50,000,000) shares of Common Stock, par value \$0.001 per share (the "Common Stock"), and Five Million (5,000,000) shares of Preferred Stock, par value \$.001 per share (the "Preferred Stock"). The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full value of the shares.

1. Preferred Stock. The Preferred Stock shall be issued in one or more series. The Board of Directors of the Corporation is hereby expressly authorized to issue the shares of Preferred Stock in such series and to fix from time to time before issuance the number of shares to be included in any series and the designation, relative rights, preferences and limitations of all shares of such series. The authority of the Board of Directors with respect to each series shall include, without limitation thereto, the determination of any or all of the following, and the shares of each series may vary from the shares of any other series in the following respects:

(a) the number of shares constituting such series and the designation thereof to distinguish the shares of such series from the shares of all other series;

(b) the annual dividend rate on the shares of that series and whether such dividends shall be cumulative and, if cumulative, the date from which dividends shall accumulate;

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(c) the redemption price or prices for the particular series, if redeemable, and the terms and conditions of such redemption;

(d) the preference, if any, of shares of such series in the event of any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation;

(e) the voting rights, if any, in addition to the voting rights prescribed by law and the terms of exercise of such voting rights;

(f) the right, if any, of shares of such series to be converted into shares of any other series or class and the terms and conditions of such conversion; and

(g) any other relative rights, preferences and limitations of that series.

2. Common Stock. Subject to the requirements of law, these Articles of Amendment to the Articles of Incorporation, as amended from time to time, and the resolution or resolutions of the Board of Directors creating or amending any series of the Preferred Stock, the holders of Common Stock shall (i) in the event of any liquidation, dissolution or other winding up of the Corporation, whether voluntary or involuntary, and after all holders of the Preferred Stock shall have been paid in full the amounts to which they respectively shall be entitled, be entitled to receive all the remaining assets of the Corporation of whatever kind, such assets to be distributed pro rata to the holders of the Common Stock; and (ii) after payment in full of all dividends to which holders of the Preferred Stock shall be entitled, be entitled to receive such dividends as and when the same may be declared from time to time by the Board of Directors out of funds legally available therefor. Except as otherwise required by law and the provisions of these Articles of Amendment and except as provided by the resolution or resolutions of the Board of Directors creating or amending any series of Preferred Stock, the holders of Common Stock possess full voting power for the election of directors and for all other purposes, and each holder thereof shall be entitled to one vote for each share held of record by such holder on all matters on which shareholders generally are entitled to vote.

The foregoing amendment was proposed by the Board of Directors and was duly approved by the Corporation's Shareholders by a joint unanimous written consent in lieu of a meeting on April 21, 2000, pursuant to Sections 607.0704 and 607.0821 of the FBCA. The number of votes cast for the amendment was sufficient for approval.

In accordance with Section 607.0123(1)(b) of the FBCA, this Amendment shall be effective upon its filing with the Florida Department of State.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation of TEE BONE GOLF, INC., this 22nd day of April, 2000.

TEE BONE GOLF, INC.

By: Robert H. Larsen
Robert H. Larsen, President

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