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July 27, 1993

Florida Secretary of State
Division of Corporations
Attn: Amendment Section
Post Office Box 6327
Tallahassee, Florida 32314

Re: Filing of Articles of Amendment
One Up Golf Center, Inc.

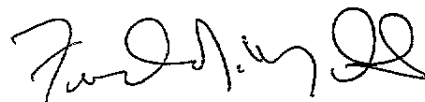
100002535691-5
-05/26/98-01121-010
*****35.00 *****35.00

Gentlemen:

Enclosed for filing please find the original and one copy of the Articles of Amendment for the above corporation. Also enclosed is our check in the amount of \$35.00 to cover the cost of the filing. Please file the original and date stamp the copy and return to me.

If you have any questions or if there are any problems, please do not hesitate to contact me.

Sincerely,

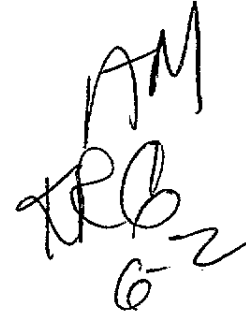


Frederick J. Mills

FJM/pns

Enclosures:

1. Original Articles of Amendment
2. Check in the amount of \$35.00
3. Copy of Amendment for return



ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ONE UP GOLF CENTER, INC.

FILED
98 MAY 26 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS, ONE UP GOLF CENTER, INC. ("Corporation") is a Florida corporation, validly formed by filing its Articles of Incorporation on October 22, 1990; and

WHEREAS, the Corporation desires to amend its Articles of Incorporation to change the number of authorized shares of common stock.

NOW THEREFORE, the Corporation's Articles of Incorporation are amended as follows:

1. Article III is amended to read, "The capital stock of the corporation shall be divided into 20,000,000 shares of common stock with par value of \$.01 per share, and each share shall entitle the holder thereof to vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, with property, or in labor or services at a valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be nonassessable."

2. This Amendment to the Articles of Incorporation was adopted by the Corporation's Board of Directors and approved by the unanimous consent of the shareholders of the corporation at a Joint Meeting of the Shareholders and Directors and held on the 29th day of August, 1997.

3. The effective date of these Articles of Amendment shall be September 1, 1997.

IN WITNESS WHEREOF, the undersigned President and Secretary of the Corporation have executed these Articles of Amendment this 29th day of August, 1997.

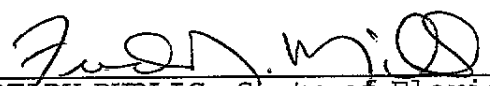

Kenneth L. Sellers, President


Nancy V. Sellers, Secretary

(SEAL)

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 29th day of August, 1997, by Kenneth L. Sellers, as President, and Nancy V. Sellers, as Secretary, of One Up Golf Center, Inc., a Florida corporation, on behalf of the corporation, who are personally known to me or has produced _____ as identification.


NOTARY PUBLIC, State of Florida
My commission expires:

