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00 SEP 12 PM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 827148 135564A
AUTHORIZATION : *Patricia Pijuta*
COST LIMIT : \$ 35.00

ORDER DATE : September 11, 2000

ORDER TIME : 9:39 AM

ORDER NO. : 827148-005

CUSTOMER NO: 135564A

500003389565--2

CUSTOMER: Ms. Rebecca Lepage
Keane Reese & Vesely, P.a.
Sein Professional Center
36426 U.s. Highway 19 North
Palm Harbor, FL 34684

DOMESTIC AMENDMENT FILING

NAME: GOLF & APPAREL OUTLET PALM
HARBOR, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight EXT: 1156
EXAMINER'S INITIALS: _____

RECEIVED
00 SEP 12 AM 10:45
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

G. COULLIETTE SEP 12 2000

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF


GOLF & APPAREL OUTLET PALM HARBOR, INC.

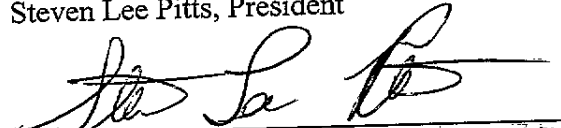
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.187, Florida Statutes, the Articles of Incorporation of the above Corporation are hereby amended as follows:

1. Effective February 1, 2000, the primary business address of the Corporation is changed to 30725 US Highway 19 North, Palm Harbor, FL 34684.
2. Except as hereby amended, the Articles of Incorporation of the Corporation are hereby ratified and affirmed.
3. The foregoing Articles of Amendment were adopted by the shareholders and directors of the Corporation at a duly called meeting held on the 1st day of February, 2000. The Corporation has one class of voting stock and at the duly called meeting, the vote in favor of this Amendment was unanimous.

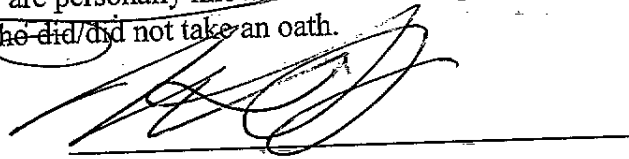
WHEREFORE, the undersigned officers have executed these Articles of Amendment on this the 22nd day of August, 2000


Steven Lee Pitts, President


Steven Lee Pitts, Secretary

State of Florida
County of Pinellas

The foregoing instrument was sworn to and subscribed before me this 22nd day of August, 2000 by Steven Lee Pitts, President and Steven Lee Pitts, Secretary of GOLF & APPAREL OUTLET PALM HARBOR, INC., who are personally known to me or who produced N/A as identification, and who did/did not take an oath.



Notary Public
My commission expires:



Michael K. Reese
MY COMMISSION # CC901282 EXPIRES
January 26, 2004
BONDED THRU TROY FAIR INSURANCE, INC.