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BASIC AMENDMENT

TRI-KIDS, INC.

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ARTICLES OF AMENDMENT

Article I. Name

The name of this Florida corporation is Tri-Kids, Inc.

Article II. Amendment

The Articles of Incorporation of the Corporation are amended so that the name of the Corporation is changed from Tri-Kids, Inc. to Tri-Kids Sports, Inc.

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on the date shown below.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned executed this document on the date shown below.

Tri-Kids, Inc.

By: *R.A. Reyes*
by R.A. Reyes as attorney-in-fact

Name: Catalina Haayen

Title: Chairman of the Board of Directors

Date: November 30, 2000

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TALLAHASSEE, FLORIDA

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