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**ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
OPEN SPORTS NETWORK, INC.**

Pursuant to Sections 607.1003 and 607.1006 of the Florida Statutes, the Amended and Restated Articles of Incorporation of OPEN SPORTS NETWORK, INC., a Florida corporation (the "Corporation"), are hereby amended according to these Articles of Amendment:

FIRST: The name of the Corporation is OPEN Sports Network, Inc.

SECOND: The second paragraph of "Article V. Authorized Shares" of the Amended and Restated Articles of Incorporation is amended in its entirety to read as follows:

"The maximum number of shares of Preferred Stock of the Corporation which the Corporation shall have the authority to issue is 10,000,000 shares of Preferred Stock having a per value of \$0.01 per share, of which 8,000,000 shares shall be Series A Convertible Preferred Stock having a par value of \$0.01 per share."

THIRD: The first paragraph of the "Designation of Series A Convertible Preferred Stock" set forth in "Article V. Authorized Shares" of the Amended and Restated Articles of Incorporation is amended in its entirety to read as follows:

"The Corporation is authorized to issue a series of its Preferred Stock consisting of 8,000,000 shares of Preferred Stock, par value \$.01 per share, all of which is to be designated "Series A Convertible Preferred Stock." The voting powers, designations, preferences, and relative, participating, optional or other special rights of the Series A Convertible Preferred Stock authorized hereunder and the qualifications, limitations and restrictions of such preferences and rights are as follows:"

FOURTH: The "Designation of Series A Convertible Preferred Stock" set forth in "Article V. Authorized Shares" of the Amended and Restated Articles of Incorporation is amended by adding Section 5 to such designation, to read in its entirety as follows:

"5. Restriction. At any time when shares of Series A Convertible Preferred Stock are outstanding, except where the vote or written consent of the holders of a greater number of shares of the Corporation is required by law or by the Articles of Incorporation, and in addition to any other vote required by law or the Articles of Incorporation, without the approval of the holders of at least sixty percent (60%) of the then outstanding shares of Series A Convertible Preferred Stock, given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a series, the Corporation will not create or authorize the creation of any additional class or series of shares of stock unless the same ranks

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REGISTRATION SECTION

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junior to the Series A Convertible Preferred Stock as to the distribution of assets on the liquidation, dissolution or winding up of the Corporation, or increase the authorized amount of the Series A Convertible Preferred Stock, whether any such creation, authorization or increase shall be by means of amendment to the Articles of Incorporation or by merger, consolidation or otherwise."

FIFTH: The foregoing amendments were adopted by written consents of the Board of Directors and the Shareholders of the Corporation, in accordance with Sections 607.1003, 607.0704 and 607.0821 of the Florida Statutes, on July 9, 2008, constituting a sufficient number of director and shareholder votes to approve the amendments.

IN WITNESS WHEREOF, the undersigned has executed this instrument this 9TH day of July, 2008.


Michael Levy, Chief Executive Officer

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