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**ARTICLES OF AMENDMENT TO  
ARTICLES OF ORGANIZATION  
OF  
AthleteInMe, LLC**

**(A Florida Limited Liability Company)**

The undersigned member, who owns a majority of the outstanding membership units in AthleteInMe, LLC (the "Company") desiring to amend the Articles of Organization of the above-referenced Company pursuant to the provisions of the Florida Limited Liability Company Act, hereby submits these Articles of Amendment.

1.

The name of the limited liability company is AthleteInMe, LLC.

2.

The Articles of Organization for the Company were filed on March 1, 2004.

3.

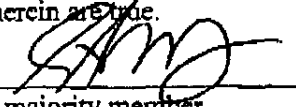
The following amendment to the Articles of Organization was adopted by the limited liability company on December 12, 2007:

Article VI of the Articles of Organization shall be deleted in its entirety and the following Article VI shall be inserted in lieu thereof:

**Article VI-Membership Units**

The total number of membership units authorized to be issued by the Company shall be 20,000,000 units. Except as otherwise provided in the Operating Agreement of the Company, each of the said units shall entitle the holder thereof to one (1) vote at any meeting of the members. All or any part of said units may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the Members of the Company at a meeting called for such purposes. All membership units then issued shall be paid for and shall be non-assessable.

**IN WITNESS WHEREOF**, the undersigned member who owns a majority of the outstanding membership units in the Company, which is sufficient for amending the Articles of Organization hereby acknowledges that, in accordance with section 608.408(3), Florida Statutes, the execution of these Articles of Amendment to the Articles of Organization constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

  
Stan Reents, majority member

12/12/07  
Date

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