

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE:

F02550
Soccer Concepts
Inc.

C.C. FEE.

DISBURSED

_____ Capital ExpressSM
_____ Art. of Inc. File
_____ Corp. Record Search
_____ Ltd. Partnership File
_____ Foreign Corp. File
_____ () Cert. Copy(s)

✓ _____ Art. of Amend. File
_____ Dissolution/Withdrawal
_____ C U S -
_____ Fictitious Name File

_____ Name Reservation
_____ Annual Report/Reinstatement
_____ Reg. Agent Service
_____ Document Filing

_____ Corporate Kit
_____ Vehicle Search
_____ Driving Record
_____ Document Retrieval

_____ UCC 1 or 3 File
_____ UCC 11 Search
_____ UCC 11 Retrieval
_____ File No.'s, _____ Copies
_____ Courier Service
_____ Shipping/Handling
_____ Phone ()
_____ Top Priority
_____ Express Mail Prep.
_____ FAX () pgs.

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

..... N. HENDRICKS .. FEB. 2.7. 1997

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN 2/27 12:00
Will Pick Up

**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
SOCCER CONCEPTS, INC.**

FILED
97 FEB 27 PM 2:06
TALLAHASSEE, FLORIDA

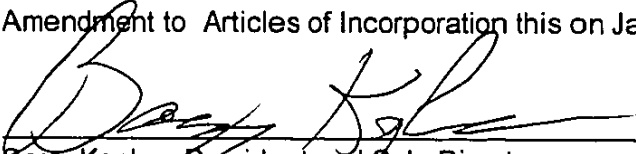
THE UNDERSIGNED, being the sole director of SOCCER CONCEPTS, INC. does hereby amend the Articles of Incorporation of the Company as follows:

**ARTICLE IV
SHARES**

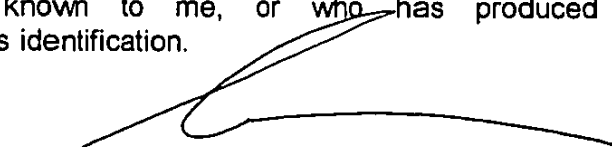
The capital stock of this corporation shall consist of 50,000,000 shares, \$.001 par value of Common Stock.

I hereby certify that the following was adopted by a majority vote of the shareholders and directors of the corporation on January 21, 1997 and that the number of votes cast was sufficient for approval.

IN WITNESS WHEREOF, I have hereunto subscribed to and executed this Amendment to Articles of Incorporation this on January 21, 1997.


Barry Kaplan, President and Sole Director

The foregoing instrument was acknowledged before me on January 21, 1997 by Barry Kaplan, who is personally known to me, or who has produced Drivers License as identification.



Notary Public

My commission expires:



RICHARD LEON NEWBERG
COMMISSION # CC 425858
EXPIRES DEC 12, 1998
BONDED THRU
ATLANTIC BONDING CO., INC