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COHEN, CHASE & HOFFMAN

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AUDIT NUMBER.....H97000011939

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Amendment  
7-23-97  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
LACERS SPORT, INC.

By unanimous vote of the Board of Directors and Shareholders of LACERS SPORT, INC., a Florida corporation, originally incorporated on April 19, 1983, Document No. G33892, said Corporation does hereby, pursuant to Florida Statutes, Sections 607.1003 and 607.1006, amend the existing Articles of Incorporation, in the following respect:

ARTICLE III is hereby deleted in its entirety and the following provision is inserted in lieu thereof:

ARTICLE III

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
15,000	\$0.10	Class A Voting Common
15,000	\$0.10	Class B Non-Voting Common

The relative rights, privileges and limitations of Class A Voting Common Shares and Class B Non-Voting Common Shares shall be in all respects identical, share for share (including, but not limited to, identical rights to distribution and liquidation proceeds), except that the voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the Class A Voting Common Shares and, except as otherwise required by law, the holders of Class B Non-Voting Common Shares shall not have any voting power or be entitled to receive any notice of meetings of Shareholders.

This instrument prepared by:  
Joseph Barry, Schimmel, Esquire  
Florida Bar No. 989533  
Cohen, Chase & Hoffman, P.A.  
9400 S. Dadeland Boulevard, Suite 600  
Miami, Florida 33156  
(305) 670-0201

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The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

The foregoing Amendment was adopted by all of the Directors and Shareholders of this Corporation, by a Corporate Consent in Lieu of Joint Meeting of the Board of Directors and Shareholders dated July 18, 1997.

DATED AT Miami, Florida, this 18th day of July, 1997.

By:   
Leon Pemasne, President

Attest:   
Claudio Pemasne, Secretary

PARALACERSAMEND

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