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**FIRST ARTICLES OF AMENDMENT
TO THE
ARTICLES OF ORGANIZATION
OF
WORLD FIGHTING CHAMPIONSHIPS, LLC**

Pursuant to the Florida Limited Liability Company Act, WORLD FIGHTING CHAMPIONSHIPS, LLC, a Florida limited liability company (the "Company"), hereby adopts the following Articles of Amendment to its Articles of Organization:

FIRST: The name of the limited liability company is: WORLD FIGHTING CHAMPIONSHIPS, LLC. The Articles of Organization of the Company were filed on September 27, 2006.

SECOND: Article 2 of the Articles of Organization of the Company is hereby amended and restated in its entirety as follows:

The principal place of business of the Company in Florida shall be 3816 W. Linebaugh Avenue, Suite 210, Tampa, Florida 33618, and the mailing address shall be the same.

THIRD: Article 4 of the Articles of Organization of the Company is hereby amended and restated in its entirety as follows:

The Company shall exist from the date of filing of these Articles of Organization with the Florida Secretary of State, and the Company's existence shall be perpetual.

FOURTH: Article 7 of the Articles of Organization of the Company is hereby amended and restated in its entirety as follows:

Additional members to the Company may be admitted, but only in accordance with the Operating Agreement of the Company.

FIFTH: Article 8 of the Articles of Organization of the Company is hereby deleted in its entirety.

SIXTH: Article 9 of the Articles of Organization of the Company is hereby amended and restated in its entirety as follows:

The Company shall be managed by one or more managers in accordance with the Operating Agreement adopted by all of the members and is, therefore, a manager-managed company.

SEVENTH: The foregoing amendment to the Company's Articles of Organization will become effective upon the filing of this First Articles of Amendment to Articles of Organization with the Florida Department of State.

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IN WITNESS WHEREOF, the undersigned Member and Manager of the Company
executed this First Articles of Amendment to the Articles of Organization this 8th day
February, 2007.

**WORLD FIGHTING CHAMPIONSHE
LLC**, a Florida limited liability



Joseph Testa
Member and Manager

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