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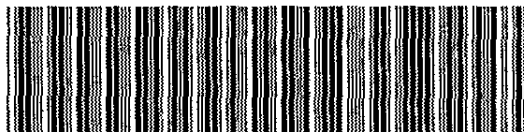
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Amended & Restated
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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Athlete Connections Inc

DOCUMENT NUMBER: N05000011328

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

DANIEL C. CROSS JR.
(Name of Contact Person)

Athlete Connections
(Firm/ Company)

1114 BRIDGEWAY BLVD
(Address)

ORLANDO FL 32828
(City/ State and Zip Code)

For further information concerning this matter, please call:

DANIEL C. CROSS JR at (407) 227 9055
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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Certified Copy
(Additional Copy
is enclosed) |
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Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ATHLETE CONNECTIONS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act, the Articles of Incorporation for Athlete Connections, Inc. are amended and restate in their entirety as follows:

ARTICLE I - NAME

The name of the corporation is Athlete Connections, Inc.

ARTICLE II - ADDRESS

The street address of the principal office and the mailing address of the Corporation are:

1114 Bridgeway Boulevard
Orlando, Florida 32828

ARTICLE III - PURPOSE

The Corporation is organized as a corporation not for profit, exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

ARTICLE IV - LIMITATIONS ON CORPORATE POWER

The corporate powers of the Corporation are as provided in Section 617.0302, Florida Statutes, except to the extent such powers are limited by the following provisions:

(a) No part of the Corporation's assets or net earnings shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

(b) No substantial part of the Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Internal Revenue Code of 1986, as amended), and the Corporation shall not participate in or intervene in any political campaign on behalf of, or in opposition of any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future federal tax code.

ARTICLE V - DURATION AND EXISTENCE; EFFECTIVE DATE

The Corporation will exist perpetually, commencing on the date of filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE VI - MEMBERS

The Corporation shall have no members. The management of the affairs of the Corporation shall be vested in a Board of Directors, as defined in the Corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the Corporation.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The Corporation hereby (i) designates 1114 Bridgeway Blvd., Orlando, Florida 32828 as the street address of the Corporation's registered office, and (ii) names Daniel C. Cross, Jr., as the Corporation's registered agent at that address to accept service of process within the State of Florida.

ARTICLE VIII - BOARD OF DIRECTORS/MANNER OF ELECTION

The Corporation initially has five (5) directors. The number of directors may be increased or decreased from time to time, as provided in the Corporation's bylaws, but shall never be less than three (3). The manner in which the directors are elected or appointed is as set forth in the Corporation's bylaws. The names and addresses of the initial directors are:

Craig Brown	3547 Caruso Pl. Oveido, Florida 32765
Joseph Cross ✓	2107 E. Michigan Ave Urbana, IL 61802
Tammy D. Butler ✓	10073 Govern Lane Jacksonville, Florida 32225
Douglas Ash ✓	1000 Drift Creek Cv Orlando, Florida 32828
Darryl Perry ✓	6541 Hawksmoor Dr. Orlando, Florida 32818

ARTICLE IX - INCORPORATORS

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
Tammy D. Butler	10073 Govern Lane Jacksonville, Florida 32225

ARTICLE X - DISSOLUTION

Upon the dissolution of the Corporation, the assets remaining after payment of all of the Corporation's debts and liabilities shall be distributed to an organization recognized as exempt under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, to be used for charitable and educational purposes.

ARTICLE XI - INDEMNIFICATION

(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation

shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

These Amended and Restated Articles of Incorporation were adopted by the Board of Directors. There are no members of the Corporation.

In witness whereof, the undersigned has hereunto set his hand and seal this 15th day of November, 2006.



Daniel C. Cross, Jr, President

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby agrees to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and hereby acknowledges that it is familiar with, and accepts the obligations of such position.

Dated: November 15, 2006



Daniel C. Cross, Jr.