

LAW OFFICES

Hayden, Facciolo & Millsaps

200 WEST FORSYTH STREET, SUITE 1330
JACKSONVILLE, FLORIDA 32202

CALVIN E. HAYDEN
V. JAMES FACCILO
WALTER S. MILLSAPS
W. DAVID VAUGHN

P000000017240

TELEPHONE (904) 355-1330
TELECOPIER (904) 355-1115

August 3, 2000

By Federal Express

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

300003348463--2
-08/08/00--01008--015
*****8.75 *****8.75

300003348463--2
-08/08/00--01008--014
*****35.00 *****35.00

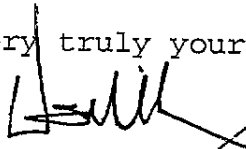
Re: HorseSportsOnline.com, Inc.

Dear Sir and/or Madam:

Enclosed is an original Articles Of Amendment To Articles Of Incorporation for filing regarding the referenced corporation, together with our filing fee check in the amount of \$35.00. Additionally, enclosed is our check in the amount of \$8.75 for a certified copy of the Articles Of Amendment. I have enclosed a self-addressed, stamped envelope for your convenience.

Please contact me if you have any questions concerning the enclosed. Thank you.

Very truly yours,


Walter S. Millsaps

WSM/bb
Enclosure
23127

FILED
00 AUG -4 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
7.2.2000 AUG 7 2000

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

FILED
00 AUG -4 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of § 607.1006, Florida Statutes, HorseSportsOnline.com, Inc., a Florida corporation ("Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

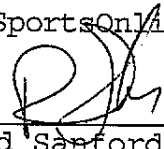
FIRST: Article III of the Articles of Incorporation is hereby amended as follows: The number of shares of stock that this corporation is authorized to have outstanding at any time is 7,050,000 shares.

SECOND: The above amendment was approved by unanimous written consent to resolutions by the shareholders of this Corporation on the 1st day of August, 2000, pursuant to §607.1003(6), Florida Statutes.

DATED this 1st day of August, 2000.

HorseSportsOnline.com, Inc.

By


Rod Sanford
Its President