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(Document Name)

HorseSportsOnline.com, Inc.  
12666 Quercus Ln  
Wellington, FL 33414

(Address)

(City/State/Zip/Phone #)

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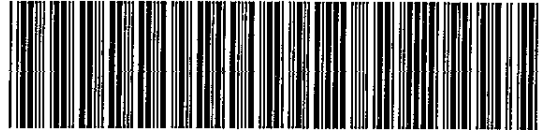
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION

Pursuant to the provisions of sec. 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 10,000,000 shares.

SECOND: The above amendment was approved by unanimous written  
consent to resolutions by the shareholders of this Corporation on the 1<sup>st</sup> day of June,  
2003, pursuant to sec. 607.1003(6) Florida Statutes.

DATED this 1<sup>st</sup> day of June, 2003.

HorseSporstOnline.com, Inc.

By 

Grant Williams

Its President