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ATTORNEYS AND COUNSELORS AT LAW

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June 12, 2001

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

900004419989--2
-06/14/01--01068--003
*****35.00 *****35.00

Re: Articles of Amendment to the
Article of Incorporation of
USA Sports of America, Inc.

Dear Madam or Sir:

Enclosed here within please find the original and one (1) copy of the Articles of Amendment to the Articles of Incorporation of USA Sports Of America, Inc. together with our firm's check in the amount of \$35.00 to cover the filing fees.

Please file the Articles of Amendment and return a certified copy to the undersigned.

Very truly yours,


Philip F. Keidaish, Jr.

PFK:cvs

Enclosure

FILED
01 JUN 14 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

901000051473
3pg Amend CM
6-14-01

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
USA SPORTS OF AMERICA, INC.**

Pursuant to the provisions of Chapter 607, Florida Statutes, 1993, the undersigned Corporation hereby adopts the following Articles of Amendment to its Articles of Incorporation.

The document number of this Corporation is P01000051473.

1. Article VI of the Articles of Incorporation of the Corporation is hereby amended to change the names and addresses of the Directors to the following:

Robert G. Dello Russo
505 Wekiva Springs Road, Suite 800
Longwood, Florida 32779

Bruce McKenzie
505 Wekiva Springs Road, Suite 800
Longwood, Florida 32779

Albert James Light
505 Wekiva Springs Road, Suite 800
Longwood, Florida 32779

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2. The Amendment was recommended by the Board of Directors to the Corporation's shareholders on May 24, 2001.

3. The Amendment was approved by the holders of a majority of the Corporation's common stock, which is the only group of the Corporation's shareholders entitled to vote on the Amendment, and the number of votes in favor of the Amendment was sufficient for approval.

This Amendment is dated this 12th day of June, 2001.

USA SPORTS OF AMERICA, INC.

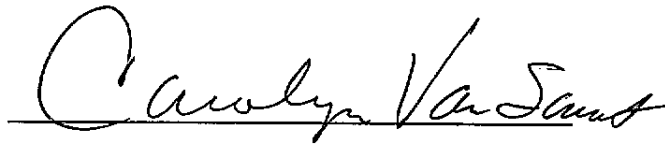
By: _____

ROBERT G. DELLO RUSSO, President

STATE OF FLORIDA
COUNTY OF SEMINOLE

I **HEREBY CERTIFY** that on this day, before me, an officer duly authorized in the aforesaid State and County, to take acknowledgments, personally appeared **ROBERT G. DELLO RUSSO**, President of USA Sports of America, Inc., to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the uses and purposes therein expressed on behalf of said Corporation.

WITNESS my hand and official seal in the City and State last aforesaid this 12th day of June, 2001.



Carolyn Van Sandt

(print name)

Notary Public - State of Florida

My Commission Expires:



Carolyn Van Sandt
MY COMMISSION # CC978232 EXPIRES
February 28, 2005
BONDED THRU TROY FAIN INSURANCE, INC.