## P020003938-

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P.O. Box 151233 Cape Coral, FL 33915

November 24, 2002

Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

To Whom It May Concern:

Enclosed please find Articles of Amendment for U SOCCER FIRST USA, INC.

Please complete filing and return a certified copy and a certificate of status to the following address:

U SOCCER FIRST USA, INC. P.O. BOX 151233 CAPE CORAL, FL 33915-1233 239-458-1771

We have enclosed the appropriate fee of \$52.20.

Thank you in advance for your assistance.

Best regards,

Kim Mitchell Office Manager

## ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

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IALLAHASSEE FLORIDA

U SOCCER FIRST USA, INC.

(present name)

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(Document Number of Corporation (If known)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article IV - Stated Capital - Classes of Stock

The corporation is authorized to issue 100,000 shares of common stock at \$50.00 par value and 50,000 shares of non-voting, profit share, preferred stock at \$50.00 par value.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

No shares have been issued to date.

THIRD:	The date of each amendment's adoption: November 19, 2002
FOURTH	: Adoption of Amendment(s) (CHECK ONE)
	The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
	The amendment(s) was/were approved by the shareholders through voting groups.  The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):
	"The number of votes cast for the amendment(s) was/were sufficient for approval by(voting group)
<b>:</b>	The amendment(s) was/were adopted by the board of directors without shareholder action was not required.
	The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.
	Signed this 19 day of November 2002.
Signature_	(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)
	OR
	(By a director if adopted by the directors)
	OR
	(By an incorporator if adopted by the incorporators)
	Robert Weber (Typed or printed name)
	President / Director
	(Tatle)