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**BASIC AMENDMENT
SPORTS ON DEMAND, INC.**

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
SPORTS ON DEMAND, INC.

State of Florida
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Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is Sports on Demand, Inc. (the "Corporation").
2. In order to change the name of the Corporation, Article 1 of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

ARTICLE I

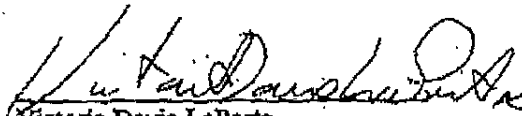
NAME

The name of this corporation is The X Channel, Inc. with a principal and mailing address of 22224 Collington Drive, Boca Raton, Florida 33428.

3. This Amendment to the Articles of Incorporation of the Corporation shall be effective at the time of filing with the Secretary of State of the State of Florida.

4. The foregoing Articles of Amendment to the Articles of Incorporation was unanimously adopted by the Board of Directors and Shareholders of the Corporation pursuant to a Unanimous Written Consent on February 2, 2004 and Shareholder vote was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 2 day of February, 2004.


Victoria Davis-LaPorta
Chief Executive Officer