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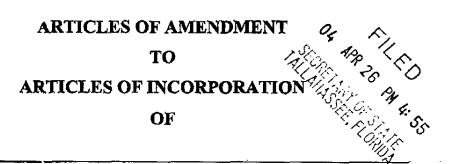




-CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Tri Bunning Sports	
	Art of Inc. File
	LTD Partnership File
	Foreign Corp. File
	L.C. File
	Fictitious Name File
	Trade/Service Mark
	Merger File
	Art. of Amend. File
	RA Resignation
	Dissolution / Withdrawal
	Annual Report / Reinstatement
	Cert. Copy
	Photo Copy
	Certificate of Good Standing
	Certificate of Status
	Certificate of Fictitious Name
	Corp Record Search
	Officer Search
	Fictitious Search
Signature	Fictitious Owner Search
2- 3	Vehicle Search
	Driving Record
Requested by	UCC 1 or 3 File
Nome Date To	UCC 11 Search
Name Date Time	UCC 11 Retrieval
Walk-In Will Pick Up	Courier



TRI-RUNNING SPORTS INC.

(Present Name)

(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 imendment to its articles of incorporation:

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

Change the number of shares the corporation is authorized to issue from 4 to 100.

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

THIRD: T	The date of each amendment's adoption: April 4th 200\$
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)
	The amendment(s) was/were adopted by the board of directors without shareholder action and 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 4h day of April , 2004.
Signature_	y 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)
	(Typed or printed name)
	(Title)

MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS OF

TRI-RUNNING SPORTS INC.

Palm Boulevard, Coral Springs, Florida 33065. In attendance at the meeting was Christopher W. Murphy 100% shareholder in the corporation and sole director of the corporation. Meeting was called to order and it was determined that the Articles of Incorporation only provided for the issuance of four (4) shares of stock without par value, the corporation acknowledges that entered into an agreement for the purchase and sale and issuance of corporate stock or Tri-Running Sports Inc. Shareholder's Agreement. It was acknowledged that in exchange for the sum of \$50,000.00 of which \$47,000.00 was designated as a loan from the Buyer, Phil Emerman to the Seller, Tri-Running Sports Inc. and Christopher Murphy, the Corporation was to issue thirty (30) shares of stock under the belief that the Corporation was authorized to issue one hundred (100) shares of common stock when it was originally incorporated. It was therefore, decided that in order for the Corporation to fulfill its obligations under its agreement for the purchase and sale and issuance of corporate stock of Tri-Running Sports Inc.'s Shareholders Agreement, that the Articles of Incorporation would have to be amended to provide for the issuance of one hundred (100) shares of common stock.

RESOLVED, that the Articles of Incorporation of Tri-Running Sports Inc., would be amended to reflect the Corporation would be authorized to issue one hundred (100) shares of stock by par value of \$100.00 per share.

RESOLVED, that in accordance with the agreement for the purchaser and sale and issuance of corporate stock of Tri-Running Sports Inc. and Shareholder's Agreement that Phil Emerman was to be elected to the Board of Directors consisting of two directors. It was further determined that the Board of Directors of Tri-Running Sports Inc. shall be Christopher W. Murphy, 8451 NW 12 Street, Pembroke Pines, Fl 33024, and Phil Emerman, 10448 West Atlantic Boulevard, Coral Springs, Fl 33071, John W. Murphy, shall no longer be a director or officer of the corporation.

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the same was adjourned.

Chy