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**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
OPEN SPORTS NETWORK, INC.**

OPEN Sports Network, Inc., pursuant to the Florida Business Corporation Act ("FBCA"), adopts the following Second Amended and Restated Articles of Incorporation ("Articles").

ARTICLE I. NAME

The name of the corporation is OPEN Sports Network, Inc (the "Corporation").

ARTICLE II. ADDRESS

The street address of the principal office of the Corporation is:

2200 S.W. 10th Street
Deerfield Beach, FL 33442

ARTICLE III. PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. AUTHORIZED SHARES

The total number of shares of all classes of capital stock that the Corporation shall have authority to issue is 76,000,000 shares, comprised of (i) 60,000,000 shares of common stock, par value \$0.01 per share ("Common Stock") and (ii) 16,000,000 shares of preferred stock, par value \$0.01 per share ("Preferred Stock"), of which Preferred Stock 11,200,000 shares are designated as "Series A Convertible Preferred Stock" ("Series A Preferred") and 4,800,000 shares are designated as "Series B Convertible Preferred Stock" ("Series B Preferred").

Subject to the limitations prescribed by the FBCA and the provisions of these Articles, the authorized shares of Preferred Stock may be issued from time to time in series, with such designations, preferences, conversion rights, cumulative, relative, participating, optional and other rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issuance of such preferred stock, adopted by the Corporation's board of directors (the "Board") pursuant to the authority granted in these Articles. The Corporation may grant preemptive rights to any one or more shareholders or to the holders of any Class or Series of capital stock of the Corporation, which preemptive rights may be set forth in a written agreement executed by the Corporation or in an amendment and/or restatement of the Articles.

ARTICLE V. COMMON STOCK

1. Relative Rights. The Common Stock shall be subject to all of the rights, privileges, preferences and priorities of the Preferred Stock, including the Series A Preferred and the Series B Preferred, as set forth in these Articles. Each share of Common Stock shall have the same relative rights as, and be identical in all respects to, all the other shares of Common Stock.

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2. Dividends. Subject to the rights of the holders of shares of any class of stock having preference over the Common Stock as to the payment of dividends or other distributions, dividends (whether in cash, stock or other property) may be paid on the Common Stock, and on any class or series of stock entitled to participate therewith, when, as and if declared by the Board out of any assets legally available for the payment thereof.

3. Dissolution; Liquidation; Winding Up. In the event of any dissolution, liquidation, or winding up of the Corporation, whether voluntary or involuntary, the holders of the Common Stock ("Common Holders"), and holders of any class or series of stock entitled to participate therein, in whole or in part, as to the distribution of assets in such event, shall become entitled to participate in the distribution of any assets of the Corporation remaining after the Corporation shall have paid, or provided for payment of, all debts and liabilities of the Corporation and after the Corporation shall have paid, or set aside for payment, to the holders of any class of stock having preference over the Common Stock in the event of dissolution, liquidation or winding up the full preferential amounts (if any) to which they are entitled.

4. Voting Rights. Each Common Holder shall be entitled to attend all special and annual meetings of the stockholders of the Corporation and, share for share and without regard to class, together with the holders of all other classes of stock entitled to attend such meetings and to vote together with the Common Stock (except any class or series of stock having special voting rights), to cast one vote for each outstanding share of Common Stock so held upon any matter or thing (including, without limitation, the election of one or more directors) properly considered and acted upon by the stockholders.

ARTICLE VI. PREFERRED STOCK

1. Definitions.

For purposes of these Articles, the following terms, and the singular and plural thereof, shall have the meanings set forth below:

"Common Stock Equivalents" shall mean any warrants, options, subscription or purchase rights with respect to shares of Common Stock and the issuance of any securities convertible into or exchangeable for shares of Common Stock, or the issuance of any warrants, options, subscription or purchase rights with respect to such convertible or exchangeable securities.

"Exchange Act" shall mean the federal Securities Exchange Act of 1934, as amended.

"Extraordinary Common Stock Event" shall mean (i) the issuance of additional shares of Common Stock as a dividend or other distribution on outstanding shares of Common Stock, (ii) a subdivision of outstanding shares of Common Stock into a greater number of shares of Common Stock or (iii) a combination or reverse stock split of outstanding shares of Common Stock into a smaller number of shares of Common Stock.

"Invested Amount" shall mean \$1.25, as may be adjusted from time to time for any combinations, consolidations, subdivisions, stock splits or the like changing the number of outstanding shares of Series A Preferred or Series B Preferred, as the case may be.

"Liquidation" shall mean liquidation, dissolution or winding up of the Corporation, or such of the Corporation's subsidiaries, the assets of which constitute all or substantially all the assets of the business of the Corporation and its subsidiaries taken as a whole.

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"Net Consideration Per Share" shall mean the quotient of (X) the total amount of consideration, if any, received by the Corporation for the issuance of Common Stock Equivalents, plus the minimum amount of consideration, if any, payable to the Corporation upon exercise, or conversion or exchange thereof divided by (Y) the aggregate number of shares of Common Stock that would be issued if all such Common Stock Equivalents were exercised, exchanged or converted, determined in each instance as of the date of issuance of such Common Stock Equivalents without giving effect to any possible future upward price adjustments or rate adjustments which may be applicable with respect to such Common Stock Equivalents.

"Qualified IPO" shall mean a public offering pursuant to an effective registration statement filed pursuant to the Securities Act that has been approved by the written consent of the holders of a majority of the outstanding shares of Series B Preferred.

"Sale or Merger" shall mean any of the following:

(i) the merger, reorganization or consolidation of the Corporation, or such subsidiary or subsidiaries of the Corporation, the assets of which constitute all or substantially all the assets of the business of the Corporation and its subsidiaries taken as a whole into or with another corporation in which the stockholders of the Corporation or such subsidiaries immediately preceding such merger, reorganization or consolidation (solely by virtue of their shares or other securities of the Corporation or such subsidiaries) shall own less than fifty percent (50%) of the voting securities of the surviving corporation; or

(ii) the sale, transfer or lease (but not including a transfer or lease by pledge or mortgage to a bona fide lender) of all or substantially all the assets of the Corporation, whether pursuant to a single transaction or a series of related transactions or plan (which assets shall include for these purposes fifty percent (50%) or more of the outstanding voting interests of such of the Corporation's subsidiaries the assets of which constitute all or substantially all the assets of the Corporation and its subsidiaries taken as a whole) to any entity fifty percent (50%) or more of the voting securities of which are not beneficially owned (as determined in accordance with the rules and regulations promulgated under the Exchange Act) by all or substantially all of the individuals and entities that were the beneficial owners of the Corporation's voting securities prior to such transaction or transactions; or

(iii) the sale, transfer or lease (but not including a transfer or lease by pledge or mortgage to a bona fide lender), whether in a single transaction or pursuant to a series of related transactions, of all or substantially all the assets of such of the Corporation's subsidiaries the assets of which constitute to all or substantially all of the assets of the Corporation and such subsidiaries taken as a whole, to any entity fifty percent (50%) or more of the voting securities of which are not beneficially owned (as determined in accordance with the rules and regulations promulgated under the Exchange Act) by all or substantially all of the individuals and entities that were the beneficial owners of the Corporation's voting securities prior to such transaction or transactions; or

(iv) the sale or transfer, whether in a single transaction or pursuant to a series of related transactions, of securities of the Corporation such that all holders of securities of the Corporation which are entitled to vote by virtue of holding such securities with respect to matters generally that are voted on by stockholders of the Corporation (and not any matter requiring an additional class or other special vote) (collectively, the "Corporation's Voting Power") immediately prior to such transaction or series of related transactions do not hold after such transaction such securities of the Corporation that constitute more than a majority of the Corporation's Voting Power.

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"Securities Act" shall mean the federal Securities Act of 1933, as amended.

2. Liquidation Rights.

(a) In the event of a Liquidation or Sale or Merger, unless, in the case of a Sale or Merger, (A) the holders of the Series B Preferred ("Series B Holders" and together with the Series A Holders, "Preferred Holders" and, collectively with the Common Holders, the "Holders") have elected by a majority vote of the total number of shares of Series B Preferred outstanding, voting together as a separate class, to exclude such Sale or Merger from the application of this Section VI(2) (in which case this Section VI(2) shall not apply to such Sale or Merger with respect to the Series B Holders), or (B) the Series A Holders have elected by a majority vote of the total number of shares of Series A Preferred outstanding, voting together as a separate class, to exclude such Sale or Merger from the application of this Section VI(2) (in which case this Section VI(2) shall not apply to such Sale or Merger with respect to the Series A Holders), the Series A Holders and the Series B Holders shall be entitled to receive for each share of their Series A Preferred and Series B Preferred, respectively, prior and in preference to the Common Holders and the holders of any other class or series of stock of the Corporation ranking junior to the Series A Preferred and the Series B Preferred by reason of their ownership thereof, an amount ("Preferred Liquidation Amount") equal to the Invested Amount per share of Series A Preferred or Series B Preferred, as the case may be, plus the aggregate amount of all declared or accrued, but unpaid, dividends per share of Series A Preferred or Series B Preferred, payable (x) in the case of a Liquidation, from any funds legally available for distribution to stockholders and (y) in the case of a Sale or Merger to which this Section VI(2) applies, from the net proceeds therefrom (defined for these purposes to mean the proceeds, whether cash, securities or property, available for distribution to stockholders or payable to the stockholders by reason of the Sale or Merger).

(b) To the extent necessary, the Corporation shall cause such actions to be taken by any of its subsidiaries so as to enable the proceeds of a Liquidation or a Sale or Merger to be distributed to the Preferred Holders in accordance with this Section VI(2). All the preferential amounts to be paid to the Preferred Holders under this Section VI(2) shall be paid or set apart for payment before the payment or setting apart for payment of any amount for, or the distribution of any assets of the Corporation to, the Common Holders or any class or series of stock of the Corporation ranking junior to the Preferred Stock in connection with a Liquidation or a Sale or Merger as in which this Section VI(2) applies. If the assets or surplus funds to be distributed to the Preferred Holders are insufficient to permit the payment to such Preferred Holders of the full amounts payable to such Preferred Holders, the assets and surplus funds legally available for distribution shall be distributed ratably among the Preferred Holders in proportion to the full amount each such Preferred Holder is otherwise entitled to receive.

(c) After the payment or setting apart for payment of all preferential amounts payable to the Preferred Holders pursuant to Section VI(2)(a), payment shall be made to the Common Holders (to the exclusion of the Preferred Holders) of an amount per share of Common Stock equal to the per share Preferred Liquidation Amount paid to the Preferred Holders pursuant Section VI(2)(a), up to a maximum aggregate payment to the Common Holders equal to the aggregate Preferred Liquidation Amount paid to the Preferred Holders pursuant to Section VI(2)(a). If the amount of the aggregate Preferred Liquidation Amount paid to the Preferred Holders pursuant to Section VI(2)(a) is not sufficiently large to allow for payment of the full per share Preferred Liquidation Amount in respect of each share of Common Stock then held by the Common Holders, or if the Corporation does not have sufficient assets legally available for distribution to the Holders, then the amount to be paid to the Common Holders in respect of each share of Common Stock shall be reduced pro rata. Thereafter, all remaining assets and surplus funds, if any, shall be distributed ratably among the Preferred Holders (as if their Preferred Stock had been converted into Common Stock) and Common Holders in proportion to the number of shares of Common Stock held by such Holder.

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(d) Any securities to be delivered to the Holders pursuant to this Section VI(2) as a consequence of a Sale or Merger shall be valued as follows:

(i) Securities not subject to an investment letter or other similar restriction on free marketability covered by Section VI(2)(d)(ii) below:

(A) if traded on a securities exchange or through the Nasdaq Stock Market, by averaging the closing prices of the securities over the thirty (30) trading day period ending three (3) days prior to the closing of the Sale or Merger;

(B) if actively traded over-the-counter, by averaging the closing bid or sale prices (whichever is applicable) over the thirty (30) trading day period ending three (3) days prior to the closing of the Sale or Merger; and

(C) if there is no active public market, at the fair market value thereof, as determined by the Board.

(ii) The method of valuation of securities subject to an investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a stockholder's status as an affiliate or former affiliate) shall be to make an appropriate discount from the market value determined as above in Section VI(2)(d)(A)-(C) to reflect the approximate fair market value thereof, as determined by the Board.

(c) In the event the requirements of this Section VI(2) with respect to a Sale or Merger are not complied with, the Corporation shall forthwith either:

(i) cause the closing of such Sale or Merger to be postponed until such time as the requirements of this Section VI(2) have been complied with, or

(ii) cancel such transaction, in which event the rights, preferences and privileges of the Holders shall revert to and be the same such rights, preferences and privileges existing immediately prior to the date of the first notice referred to in the following paragraph.

3. Voting Rights. Except as set forth specifically below, each Preferred Holder shall be entitled to the number of votes equal to the number of shares of Common Stock into which such shares of Preferred Stock would be convertible pursuant to Section VI(4) on the record date for the vote or consent of stockholders, and shall otherwise have voting rights and powers equal to the voting rights and powers of the Common Stock. Each Holder shall be entitled to receive the same prior notice of any stockholders' meeting as provided to the Common Holders in accordance with the Bylaws of the Corporation, as well as prior notice of all stockholder actions to be taken by legally available means in lieu of meeting, and shall vote with the Common Holders upon any matter submitted to a vote of stockholders, except those matters required by law, or by the terms hereof, to be submitted to a class vote of the Series A Holders or Series B Holders or both.

4. Conversion Rights. The Preferred Holders shall have the following rights with respect to the conversion of their Preferred Stock into shares of Common Stock:

(a) General. Subject to and in compliance with the provisions of this Section VI(4), a Preferred Holder may, at any time, convert any or all shares of the Preferred Stock held by such Preferred Holder into fully-paid and non-assessable shares of Common Stock. The number of shares of Common Stock to which a Preferred Holder shall be entitled to receive upon such conversion shall equal the product

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of (X) (i) with respect to the Series A Preferred, the Series A Conversion Rate (as defined in Section VI(4)(b)) or (ii) with respect to the Series B Preferred, the Series B Conversion Rate (as defined in Section VI(4)(b)) multiplied by (Y) the number of shares of Preferred Stock being converted.

(b) Applicable Series A Conversion Rate. The conversion rate in effect at any time for the Series A Preferred ("Series A Conversion Rate") shall be the quotient of (X) the Invested Amount divided by (Y) the Series A Conversion Value (as defined in Section VI(4)(b)(i)). Initially, the Series A Conversion Rate shall be one (1), and each share of Series A Preferred shall initially be convertible into one (1) share of Common Stock.

(i) Applicable Series A Conversion Value. The Series A Conversion Value in effect from time to time, except as adjusted in accordance with Section 4(b)(ii), shall be the Invested Amount ("Series A Conversion Value").

(ii) Adjustments to Series A Conversion Value.

(A) Upon Extraordinary Common Stock Event. Upon the happening of an Extraordinary Common Stock Event, the Series A Conversion Value (and all other conversion values set forth in Section VI(4)(b)) shall, simultaneously with the happening of such Extraordinary Common Stock Event, be adjusted by multiplying the Series A Conversion Value by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such Extraordinary Common Stock Event and the denominator of which shall be the number of shares of Common Stock outstanding immediately after such Extraordinary Common Stock Event, and the product so obtained shall thereafter be the Series A Conversion Value. The Series A Conversion Value as so adjusted shall be readjusted in the same manner upon the happening of any successive Extraordinary Common Stock Event or Events.

(c) Applicable Series B Conversion Rate. The conversion rate in effect at any time for the Series B Preferred ("Series B Conversion Rate") shall be the quotient of (X) the Invested Amount divided by (Y) the Series B Conversion Value (as defined in Section VI(4)(c)(i)). Initially, the Series B Conversion Rate shall be one (1), and each share of Series B Preferred shall initially be convertible into one (1) share of Common Stock.

(i) Applicable Series B Conversion Value. The Series B Conversion Value in effect from time to time, except as adjusted in accordance with Section VI(4)(c)(ii), shall be the Invested Amount ("Series B Conversion Value").

(ii) Adjustments to Series B Conversion Value.

(A) Upon Certain Events.

(1) Effect on Series B Conversion Value Upon Dilutive Issuances of Common Stock or Convertible Securities. Except as otherwise provided in this Section VI(4)(c)(ii), provided that there are then any shares of Series B Preferred outstanding, if the Corporation shall issue or sell shares of its Common Stock or Common Stock Equivalents without consideration or at a price per share less than the Series B Conversion Value in effect immediately prior to such issuance or sale, then and in such event, such Series B Conversion Value upon each such issuance or sale, except as hereinafter provided, shall be reduced concurrently with such issue, to a price (calculated to the nearest cent) determined by multiplying the Series B Conversion Value in effect immediately prior to such calculation by a fraction.

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(a) the numerator of which shall be the sum of (X) the number of shares of Common Stock outstanding immediately prior to the issuance of such additional shares of Common Stock or Common Stock Equivalents plus (Y) the number of shares of Common Stock which the net aggregate consideration, if any, received by the Corporation for the total number of such additional shares of Common Stock or Common Stock Equivalents so issued would purchase at the Series B Conversion Value in effect immediately prior to such issuance, and

(b) the denominator of which shall be the sum of (X) the number of shares of Common Stock outstanding immediately prior to the issuance of such additional shares of Common Stock or Common Stock Equivalents plus (Y) the number of such additional shares of Common Stock or Common Stock Equivalents so issued.

(2) The provisions of this Section VI(4)(c)(ii) may be waived in any instance (without the necessity of convening any meeting of shareholders of the Corporation) upon the written consent of the holders of a majority of the outstanding shares of Series B Preferred.

(3) Effect on Series B Conversion Value Upon Other Dilutive Issuances of Warrants, Options and Purchase Rights to Common Stock or Convertible Securities.

(a) For the purposes of this Section VI(4)(c)(ii)(A), the issuance of any Common Stock Equivalents shall be deemed an issuance of Common Stock with respect to the Series B Preferred if the Net Consideration Per Share which may be received by the Corporation for such Common Stock Equivalents shall be less than the Series B Conversion Value in effect at the time of such issuance. Any obligation, agreement or undertaking to issue Common Stock Equivalents at any time in the future shall be deemed to be an issuance at the time such obligation, agreement or undertaking is made or arises. No adjustment of the Series B Conversion Value shall be made under this Section VI(4)(c)(ii)(A) upon the issuance of any shares of Common Stock which are issued pursuant to the exercise, conversion or exchange of any Common Stock Equivalents if any adjustment shall previously have been made upon the issuance of any such Common Stock Equivalents as above provided.

(b) Should the Net Consideration Per Share of any such Common Stock Equivalents be decreased from time to time, then, upon the effectiveness of each such change, the Series B Conversion Value will be that which would have been obtained (1) had the adjustments made upon the issuance of such Common Stock Equivalents been made upon the basis of the actual Net Consideration Per Share of such securities, and (2) had adjustments made in the Series B Conversion Value since the date of issuance of such Common Stock Equivalents been made to such Series B Conversion Value as adjusted pursuant to Section VI(4)(c)(ii)(A)(3)(a).

(4) Stock Dividends for Holders of Capital Stock Other Than Common Stock. In the event that the Corporation shall make or issue, or shall fix a record date for the determination of holders of any capital stock of the Corporation other than holders of Common Stock entitled to receive a dividend or other distribution payable in Common Stock or securities of the Corporation convertible into or otherwise exchangeable for Common Stock, then such Common Stock or other securities issued in payment of such dividend shall be deemed to have been issued for a consideration of \$0.01, except for (i) dividends payable in shares of Common Stock payable pro rata to holders of Series B Preferred, and to holders of any other class of stock (whether or not paid to holders of any other class of stock), or (ii) with respect to the Series B Preferred, dividends payable in shares of Series B Preferred or (iii) with respect to any other series of Preferred Stock, dividends payable in shares of such series or Common Stock.

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(R) Upon Extraordinary Common Stock Event. Upon the happening of an Extraordinary Common Stock Event, the Series B Conversion Value (and all other conversion values set forth in Section VI(4)(a)(ii)(A)) shall, simultaneously with the happening of such Extraordinary Common Stock Event, be adjusted by multiplying the Series B Conversion Value by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such Extraordinary Common Stock Event and the denominator of which shall be the number of shares of Common Stock outstanding immediately after such Extraordinary Common Stock Event, and the product so obtained shall thereafter be the Series B Conversion Value. The Series B Conversion Value as so adjusted shall be readjusted in the same manner upon the happening of any successive Extraordinary Common Stock Event or Events.

(d) Consideration Other than Cash. For purposes of Section VI(4)(b)-(c), if a part or all of the consideration received by the Corporation in connection with the issuance of shares of Common Stock or the issuance of any of the securities described in Section VI(4)(b)-(c) consists of property other than cash, such consideration shall be deemed to have a fair market value as is reasonably determined in good faith by the Board.

(c) Exceptions to Anti-Dilution. Section VI(4)(b)-(c) shall not apply under any of the circumstances that would constitute an Extraordinary Common Stock Event. Further, Section VI(4)(b)-(c) shall not apply with respect to:

- (i) the issuance of shares of Common Stock pursuant to a Qualified IPO;
- (ii) the issuance of shares of Common Stock upon the conversion of any shares of Preferred Stock or upon the exercise of any warrants outstanding on June 30, 2009;
- (iii) the issuance of shares of Common Stock or stock options pursuant to stock option or executive ownership plans, where such plans have been approved by a majority of the Corporation's Board of Directors, or the shares of Common Stock issuable upon exercise of such options;
- (iv) the issuance of Common Stock in connection with a Sale or Merger, provided, that the approval of the holders of a majority of the then outstanding shares of Series B Preferred, given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a series shall be required with respect to such Sale or Merger; or
- (v) any adjustments to the conversion price or exercise price of any derivative security of the Corporation as a result of the application of anti-dilutive provisions.

(f) Automatic Conversion Upon Qualified Initial Public Offering.

(i) Mandatory Conversion of Preferred Stock. Immediately upon the closing of a Qualified IPO, all outstanding shares of Preferred Stock shall be converted automatically into the number of shares of Common Stock into which such shares of Preferred Stock are then convertible pursuant to Section VI(4) hereof as of the closing of such Qualified IPO, without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent.

(ii) Surrender of Certificates Upon Mandatory Conversion. Upon the occurrence of the conversion events specified in Section VI(4)(f), the Preferred Holders shall, upon notice from the Corporation, surrender the certificates representing such shares at the office of the Corporation or of its transfer agent for the Common Stock. Thereupon, there shall be issued and delivered in such

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Preferred Holder a certificate or certificates for the number of shares of Common Stock into which the shares of Preferred Stock so surrendered were convertible on the date on which such conversion occurred. The Corporation shall not be obligated to issue such certificates unless certificates evidencing the shares of Preferred Stock being converted are either delivered to the Corporation or any such transfer agent, or the Preferred Holder notifies the Corporation that such certificates have been lost, stolen or destroyed and executes an agreement reasonably satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection therewith.

(g) Dividends. In the event the Corporation shall make or issue, or shall fix a record date for the determination of Common Holders entitled to receive a dividend or other distribution (other than a distribution in liquidation or other distribution otherwise provided for herein) with respect to the Common Stock payable in (i) securities of the Corporation other than shares of Common Stock or (ii) other assets (excluding cash dividends or distributions), then and in each such event provision shall be made so that the Preferred Holders shall receive upon conversion thereof in addition to the number of shares of Common Stock receivable thereupon, the number of securities or such other assets of the Corporation which they would have received had their Preferred Stock been converted into Common Stock on the date of such event and had they thereafter, during the period from the date of such event to and including the Conversion Date (as defined in Section VI(4)(k)), retained such securities or such other assets receivable by them during such period, giving application to all other adjustments called for during such period under this Section VI(4) with respect to the rights of the Preferred Holders.

(h) Capital Reorganization or Reclassification. If the Common Stock issuable upon the conversion of the Preferred Stock shall be changed into the same or different number of shares of any class or classes of capital stock, whether by capital reorganization, recapitalization, reclassification or otherwise (other than a subdivision or combination of shares or stock dividend provided for elsewhere in this Section VI(4) or a merger, consolidation or sale of all or substantially all of the Corporation's capital stock or assets to any other person), then and in each such event the holder of each share of Preferred Stock shall have the right thereafter to convert such share into the kind and amount of shares of capital stock and other securities and property receivable upon such reorganization, recapitalization, reclassification or other change by the holders of the number of shares of Common Stock into which such shares of Preferred Stock may have been converted immediately prior to such reorganization, recapitalization, reclassification or change, all subject to further adjustment as provided herein.

(i) Merger, Consolidation or Sale of Assets. If at any time or from time to time there shall be a capital reorganization, merger or consolidation of the Corporation with or into another corporation (other than a capital reorganization, merger or consolidation involving only a change in the state of incorporation of the Corporation), or the sale of all or substantially all of the Corporation's capital stock or assets to any other person, then, as a part of such capital reorganization, merger, consolidation or sale, and if and to the extent the Preferred Holders do not make the liquidation treatment election contemplated by Section VI(2), provision shall be made so that the Preferred Holders shall thereafter be entitled to receive upon conversion of the Preferred Stock the number of shares of capital stock or other securities or property of the Corporation, or of the successor entity resulting from such capital reorganization, merger, consolidation or sale, to which such Preferred Holder would have been entitled if such Preferred Holder had converted its shares of Preferred Stock immediately prior to such capital reorganization, merger, consolidation or sale. In any such case, appropriate adjustment shall be made in the application of the provisions of this Section VI(4) to the end that the provisions of this Section VI(4) (including adjustment of the Series A Conversion Value and Series B Conversion Value then in effect and the number of shares of Common Stock or other securities issuable upon conversion of such shares of Preferred Stock) shall be applicable after that event in as nearly equivalent a manner as may be practicable.

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(j) Certificate as to Adjustments: Notice by Corporation. In each case of an adjustment or readjustment of the Series A Conversion Rate or Series B Conversion Rate, the Corporation at its expense will furnish each Series A Holder or Series B Holder, as the case may be, with a certificate prepared by the Chief Executive Officer, Treasurer or Chief Financial Officer of the Corporation, showing such adjustment or readjustment, and stating in reasonable detail the facts upon which such adjustment or readjustment is based.

(k) Exercise of Conversion Privilege. To exercise its conversion privilege, a Preferred Holder shall surrender the certificate or certificates representing the shares being converted to the Corporation at its principal office, and shall give written notice to the Corporation at that office that such Preferred Holder elects to convert such shares. Such notice shall also state the name or names (with address or addresses) in which the certificate or certificates for shares of Common Stock issuable upon such conversion shall be issued; provided, however, that if the names are other than the registered holders thereof, such notice shall be accompanied by an opinion of counsel reasonably acceptable to the Corporation that such certificates may be issued (and the Common Stock transferred) pursuant to an available exemption from the registration requirements of applicable state and federal securities laws. The certificate or certificates for shares of Preferred Stock surrendered for conversion shall be accompanied by proper assignment thereof to the Corporation or in blank. The date when such written notice and assignment (and opinion, as applicable) is received by the Corporation, together with the certificate or certificates representing the shares of Preferred Stock being converted, shall be the "Conversion Date." As promptly as practicable after the Conversion Date, the Corporation shall issue and shall deliver to the holder of the shares Preferred Stock being converted, or on its written order, such certificate or certificates as it may request for the number of whole shares of Common Stock issuable upon the conversion of such shares of Preferred Stock in accordance with the provisions of this Section VI(4)(k), rounded up to the nearest whole share as provided in Section VI(4)(l), in respect of any fraction of a share of Common Stock issuable upon such conversion. Such conversion shall be deemed to have been effected immediately prior to the close of business on the Conversion Date, and at such time the rights of the Preferred Holder as holder of the converted shares of Series A Preferred shall cease and the person(s) in whose name(s) any certificate(s) for shares of Common Stock shall be issuable upon such conversion shall be deemed to have become the holder or holders of record of the shares of Common Stock represented thereby.

(l) No Issuance of Fractional Shares. No fractional shares of Common Stock or scrip representing fractional shares shall be issued upon the conversion of shares of Preferred Stock. Instead of any fractional shares of Common Stock that would otherwise be issuable upon conversion of Preferred Stock, the Corporation shall round up to the next whole share of Common Stock issuable upon the conversion of shares of Preferred Stock. The determination as to whether any fractional shares of Common Stock shall be rounded up shall be made with respect to the aggregate number of shares of Preferred Stock being converted at any one time by any holder thereof, not with respect to each share of Preferred Stock being converted.

(m) Partial Conversion. In the event some but not all of the shares of Preferred Stock represented by a certificate(s) surrendered by a Preferred Holder are converted, the Corporation shall execute and deliver to or on the order of the Preferred Holder, at the expense of the Corporation, a new certificate representing the number of shares of Preferred Stock that were not converted.

(n) Reservation of Common Stock. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of Preferred Stock, such number of shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Preferred Stock (including any shares of Preferred Stock represented by any warrants, options, subscription or purchase rights for Preferred Stock), and if at any time the number of authorized but unissued shares of Common

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Stock shall not be sufficient to effect the conversion of all then outstanding shares of Preferred Stock (including any shares of Preferred Stock represented by any warrants, options, subscriptions or purchase rights for such Preferred Stock), the Corporation shall take such action as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

(d) No Reissuance of Preferred Stock. No share or shares of Preferred Stock acquired by the Corporation by reason of redemption, purchase, conversion or otherwise shall be reissued, and all such shares shall be cancelled, retired and eliminated from the shares that the Corporation shall be authorized to issue. The Corporation shall from time to time take such appropriate corporate action as may be necessary to reduce the authorized number of shares of Preferred Stock.

5. Restriction. At any time when shares of Series B Preferred are outstanding, in addition to any other vote required by law or the Articles, without the approval of the holders of a majority of the then outstanding shares of Series B Preferred, given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a series, the Corporation will not take any of the following actions or engage in any of the following transactions:

(a) any adoption of an amendment to any organizational or governance document of the Corporation, including the Articles, or any merger, consolidation, recapitalization or other transaction (in each case, other than a transaction constituting a Sale of Merger) that has a similar effect on the rights of a holder of shares of Series B Preferred, which adoption, amendment or transaction adversely affects the rights of a holder of shares of Series B Preferred; provided, however that an adoption, amendment or transaction shall not be deemed to adversely affect the rights of the holders of shares of Series B Preferred for purposes of this Section VI(5) if it results solely in the authorization and/or sale of equity securities to raise capital to fund the operations and business plans of the Corporation;

(b) any Sale or Merger, unless the net proceeds thereof to be received by the holders of the Series B Preferred are greater than two (2) times the aggregate Preferred Liquidation Amount in respect of all shares of Series B Preferred then outstanding;

(c) any voluntary liquidation or dissolution of the Corporation or any voluntary filing of a petition for bankruptcy or receivership of the Corporation;

(d) any loaning money to or guaranteeing the obligations of third parties, other than in the ordinary course of business, unless such transaction has been unanimously approved by the Board of Directors of the Corporation at a meeting at which all directors are present or by unanimous written consent;

(e) any material change in the business conducted by the Corporation, unless such change has been unanimously approved by the Board of Directors of the Corporation at a meeting at which all directors are present or by unanimous written consent; or

(f) any issuance by the Corporation of any equity securities in consideration for cash or personal property, at a price per share (on an as converted to common stock basis, if applicable) less than the then applicable Series B Conversion Value, other than issuances of Common Stock or Common Stock Equivalents under the Corporation's 2008 Stock Incentive Plan (exclusive of any amendment to such plan increasing the number of shares issuable thereunder, unless such amendment is unanimously approved by the Board of Directors of the Corporation at a meeting at which all directors are present or by unanimous written consent) or any other equity incentive plan of the Corporation unanimously approved by the Board

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of Directors of the Corporation at a meeting at which all directors are present or by unanimous written consent.

of Directors of the Corporation at a meeting at which all directors are present or by unanimous written consent.

6. Dividends. The Preferred Stock shall participate, on an as converted to Common Stock basis, with the Common Stock in each cash dividend or other distribution to be paid in the Common Stock, except as expressly set forth in Section VI(2)(c).

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 11380 Prosperity Pkwy Road, Suite 221E, Palm Beach Gardens, FL 33410 and the name of the Corporation's initial registered agent at that address is Corporate Creations Network, Inc.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are:

**Roxlucy H. Bell
Holland & Knight L.L.P.
701 Brickell Avenue, Suite 3000
Miami, Florida 33131**

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board and the stockholders, except that the Board may not amend or repeal any bylaw adopted by the stockholders if the stockholders specifically provide that the bylaw is not subject to amendment or repeal by the Board.

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These Second Amended and Restated Articles of Incorporation of OPEN Sports Network, Inc. are hereby executed this 25 day of July, 2009.

OPEN SPORTS NETWORK, INC.

By:

Michael Levy
Chairman and CEO

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Attachment to
Amended and Restated Articles of Incorporation

These Second Amended and Restated Articles of Incorporation of OPEN Sports Network, Inc. were approved by the stockholders on July 17, 2009. The number of votes cast for the amendment by the stockholders were sufficient for approval.

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=== COVER PAGE ===

TO: _____

FROM: GRAYROBINSON

FAX: 5167

TEL: 8132735167

COMMENT: