

P14000031928

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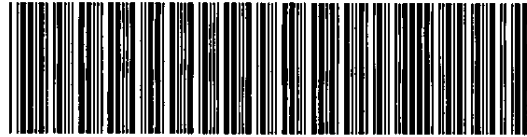
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APR 25 PM 3:39  
14 APR 25 PM 3:39

Amend  
(1a) 5/2/14

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
THE SPORTS CLUB NETWORK INC.**

FILED  
14 APR 25 PM 3:39

The Articles of Incorporation of The Sports Club Network Inc., filed under Florida Secretary of State Document Number P14000031928 on April 8, 2014, are hereby amended as follows:

1. Article IV of the Articles of Incorporation is hereby amended and shall read as follows:

The authorized capital stock of the Corporation shall consist of two (2) classes of common stock:

- Ten million (10,000,000) shares of Class A common stock, No Par Value; and
- Two million (2,000,000) shares of Class B common stock, No Par Value.

2. Each share of Class A stock shall carry one vote on all matters that come to a vote of the shareholders and shall participate on all distributions on a pari passu basis with Class B shares.

3. Only shares of Class B common stock: (a) shall have a preference of voting rights in all matters of the Corporation that come to a vote of the shareholders of the Corporation whereby, each Class B common share voted shall be counted as ten (10) votes in the overall voting tally; (b) each Class B share may convert, at the option of the Class B stockholder, into one (1) Class A common share; and (c) each Class B share shall share on a pari passu basis with the Class A common stock in any distribution by the Corporation.

4. This amendment was adopted by the board of directors without shareholder action and shareholder action was not required.

Dated this 15<sup>th</sup> day of April, 2014.

  
Marsha L. Wright, Secretary