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CLASSIC TEAM WRESTLING, ASSOCIATION, INC.
6784 TRAIL RIDGE DRIVE
LAKE LAND, FLORIDA 33813

April 18, 1997

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, Fl 32314

FILED
91 APR 23 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

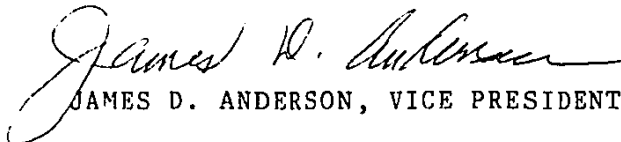
Gentlemen:

Please find the Articles of Amendment to the Articles of
Incorporation of Classic Team Wrestling Association, Inc. We
have amended Article 3 - Capital Stock.

Please find the fee for processing.

Sincerely,

CLASSIC TEAM WRESTLING ASSOCIATION, INC


JAMES D. ANDERSON, VICE PRESIDENT

enc.

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
CLASSIC TEAM WRESTLING ASSOCIATION, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 adopted:

ARTICLE 3 - CAPITAL STOCK

Amend to read as follows: This corporation is authorized to issue 10,000,000 shares of No Par Stock which shall designated Voting and "Common Shares".

SECOND:

All 10,000 outstanding shares shall be exchanged at the rate of one share per 1,000 shares of the new stock.

THIRD:

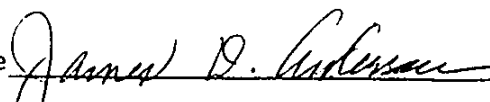
The date of this amendment was March 1, 1997.

FOURTH:

The amendment was approved by all of the shareholders. The vote was unanimous, so was sufficient for approval.

Signed this 18th day of April, 1997.

Signature


JAMES D. ANDERSON, VICE PRESIDENT