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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: FLANKS SOCCER CORPORATION

AUDIT NUMBER.....H97000010950

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

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DIVISION OF CORPORATIONS

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amendment  
7-3-97  
De

447000010950

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
FLANKS SOCCER CORPORATION

PURSUANT TO THE PROVISIONS OF SELECTION 607.1006, FLORIDA  
STATUTES, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING  
ARTICLES OF INCORPORATION.

FIRST

AMENDMENT ADOPTED:

- 1 - THE NEW PRESIDENT WILL BE:  
PAULO EDSON DE SOUZA
- 2 - THE NEW VICE-PRESIDENT AND SECRETARY WILL BE:  
LUCIA HELENA FIDALGO PINHEIRO

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SECOND

IF AN AMENDMENT PROVIDES FOR AN EXCHANGE, RECLASSIFICATION OR  
CANCELATION OF ISSUED SHARES, PROVISIONS FOR IMPLEMENTING THE  
AMENDMENT IF NOT CONTAINED THE AMENDMENT IT SELF, ARE AS  
FOLLOW:

THIRD

THE DATE OF EACH AMENDMENT'S ADOPTION: JUNE 26, 1997

PREPARED BY THE LAW OFFICES OF ALAN S. GLECK  
ALAN S. GLECK # 214276  
141 NORTHEAST 3<sup>RD</sup> AVENUE 9<sup>TH</sup> FLOOR  
MIAMI, FL 33132-3221  
PHONE (305) 371-6211

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FORTH

ADOPTIONS AMENDMENTS:

X THE AMENDMENT(S) WAS/WERE ADOPTED BY THE INCORPORATORS OR BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.  
— THE AMENDMENT(S) WAS /WERE APPROVED BY THE SHAREHOLDERS, THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS / WERE SUFFICIENT FOR THE APPROVAL.  
— THE AMENDMENT(S) WAS / WERE APPROVED BY THE SHAREHOLDERS THROUGH VOTING GROUPS.

(THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING 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)

SIGNED THIS JUNE 19, 1997

BY

(INCORPORATOR - PRESIDENT)

Typed or printed name: ALECSSANDRE DA SILVA  
Title: PRESIDENT

PREPARED BY THE LAW OFFICES OF ALAN S. OLUECK  
ALAN S. OLUECK # 224278  
141 NORTHEAST 3<sup>RD</sup> AVENUE 9<sup>TH</sup> FLOOR  
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