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June 18, 1998

Secretary of State
Florida Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: RollerSport Challenge, Inc.

900002567889-8
-06/22/98-01076-005
*****35.00 *****35.00

Dear Sir or Madame:

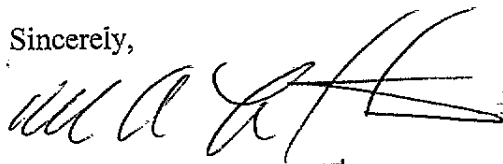
Enclosed please find an originally executed Articles of Amendment to the Articles of Incorporation of the above-mentioned Florida corporation. Please file this document with your office.

I have also enclosed a check for \$35.00 to cover the cost of filing. If additional funds are needed, please contact my office immediately.

Please date stamp the additional copy enclosed and return to my office in the self-addressed stamped envelope provided.

Thank you kindly for your assistance. It is greatly appreciated.

Sincerely,



Michael A. Littman

MAL:cc
Enclosure

FILED
98 JUN 22 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

See 6/29

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION

98 JUN 29 PM 3:55
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Corporation Code, the undersigned corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST: The name of the corporation is: **ROLLERSPORT CHALLENGE, INC.**

SECOND: The following amendment to the Articles of Incorporation was adopted on June 16, 1998, as prescribed by the Florida Corporation Act, in the manner marked with an X below:

X Such amendment was adopted by a unanimous vote of the shareholders. The number of shares voted for the amendment was sufficient for approval.

The corporation shall be authorized to issue 25,000,000 common shares @ \$.0001 per share.

THIRD: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows:

None.

FOURTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows:

None.

ROLLERSPORT CHALLENGE, INC.

By: [Signature]
President

and [Signature]
Secretary/Treasurer

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD

The foregoing Articles of Amendment to the Articles of Incorporation was acknowledged before me by PATRICK SCHAEFER as President and ROBERT KRONOWITZ as Secretary/Treasurer of ROLLERSPORT CHALLENGE, Inc., a Florida corporation, this 16th day of June, 1998.

My Commission expires:

[Signature]
Notary Public
Address:



Steven Paul Ginsberg
My Commission CC596904
Expires Oct. 29, 2000