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Division of Corporations

Page 1 of 2

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BASIC AMENDMENT
JOE'S SPORTING GOODS, INC.

Certificate of Status	0
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P. 4

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**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
JOE'S SPORTING GOODS, INC.**

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 III is deleted and is amended to read as follows:

The Corporation shall be authorized to create and issue One Thousand (1,000) shares of Common Stock having a par value \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other properties tangible or intangible, or in labor or services actually performed by the Corporation, having a value that as is determined from time to time by the Board of Directors of the Corporation, not less than par value of the stock so to be issued.


SECOND: The date of the amendment adoption: June 28, 2002.

THIRD: Adoption of Amendments:

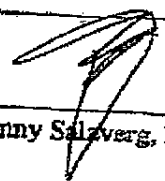
The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 28th day of June 2002.

Attested:


Michael Salzverg, Secretary

JOE'S SPORTING GOODS, INC.


By: _____
Danny Salzverg, President