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December 27, 1996

Corporate Division
Department of State
George Firestone Building
Post Office Box 6327
Tallahassee, Florida 32314

Re: Heritage Sports, Inc.

Dear Sir/Madam:

Enclosed please find one (1) original and copy of the Articles of Amendment for the above-referenced corporation. We have also enclosed our firm's check in the amount of \$87.50 to cover the cost of filing fee. We would appreciate your filing the Articles of Amendment immediately upon receipt and returning a certified copy of the filing to our office.

If you have any questions, please do not hesitate to call.

Very truly yours,



Scott L. Glazier

SLG/clw
Enclosures
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96 DEC 30 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
HERITAGE SPORTS, INC.

FILED
96 DEC 30 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Amendment are filed pursuant to Florida Statute Section 607.1006, to reflect an amendment to the Articles of Incorporation of HERITAGE SPORTS, INC. and in connection therewith, the undersigned officers, acting upon authority of the Board of Directors of HERITAGE SPORTS, INC., and upon authority of all of the shareholders of this Corporation, hereby set forth as follows:

1. The name of this Corporation is Heritage Sports, Inc.
2. The Articles of Incorporation of Heritage Sports, Inc. have been amended by deleting Article I in its entirety and by substituting in lieu thereof the following Article:

"ARTICLE I - NAME

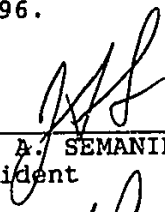
The name of this Corporation is Heritage Pro Rodeo, Inc."

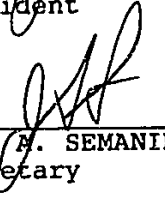
3. In accordance with Florida Statute Section 607.1003, the referred to amendment was adopted by the Board of Directors on November 15, 1996, and by all the shareholders comprising the only voting group in accordance with Florida Statute Section 607.0704. The number of votes cast for the Amendment by the stockholders is sufficient for approval of the Amendment by all voting groups of the Corporation.

4. Upon the filing of these Articles of Amendment by the Department of State, the above referred to amendment shall become

effective and the Articles of Incorporation of Heritage Sports,
Inc. shall be deemed to be amended accordingly.

DATED this 15th day of November, 1996.



JOHN A. SEMANIK
President

JOHN A. SEMANIK
Secretary

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