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December 31, 1996

Florida Department of State  
Division of Corporations  
ATTN: Amendment DIVISION  
409 East Gaines Street  
Tallahassee, FL 32399

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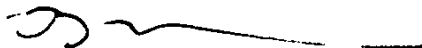
RE: Global Sports Group, Inc.

Dear Deputy Secretary:

Enclosed Please find my office check payable to the Secretary of State for the filing of the Amendment to Articles of Incorporation for the above referenced. Please file the enclosed original articles and return the file stamped copy to the undersigned attorney in the self addressed stamped envelope provided.

I thank you in advance for your time and attention to this matter.

Sincerely,



Bruce I. Kravitz

FILED  
97 JAN 22 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AM  
1/29

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
GLOBAL SPORTS GROUP, INC.  
Document number P96000072094

FILED  
97 JAN 22 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article III of the Articles of Incorporation of Global Sports Group, Inc. was amended by the corporation's shareholders on December 31, 1996 and articles VI, VII, VIII and IX were added. The corporation is filing these articles of amendment to articles of incorporation pursuant to F.S. 607.0602.

1. Article III of the Articles of Incorporation of Global Sports Group, Inc. was amended as follows:

Section 1. *Total Number of Shares; Classes; Par Value.* This corporation shall have authority to issue a total of 100,000.00 shares of stock. Of these shares, 50,000.00 shares (designated "Preferred Stock") shall have a par value of \$0.01 a share, and 50,000 shares (designated "Common Stock") shall not have a par value.

Section 2. *Rights and Restrictions of the Classes of Stock.* The powers, preferences and rights, and the qualifications, limitations and restrictions of the classes of stock are as follows:

(a) *Dividends.* The holders of the Preferred Stock shall receive out of the yearly net profits of the corporation legally available for dividends a cumulative dividend equal to a proration based upon Ten percent of the net profits, payable semiannually on dates set by the Shareholders, before a dividend may be set apart or paid on the Common Stock. Dividends on Preferred Stock issued before January 1, 1997, shall begin to accrue from the commencement of business on January 1, 1998. Preferred Stock issued after March 31, 1998, shall be issued with accruals of dividends uniform with the unpaid accruals of dividends if any on the Preferred Stock outstanding at the time of the issue. The holders of the Preferred Stock shall not participate in the earnings of the corporation beyond the preferred dividend per annum and accumulated dividends in arrears.

(b) *Participation in Assets on Dissolution.* In the event of dissolution, liquidation, or winding up of this corporation, whether voluntary or involuntary, holders of the Preferred Stock shall be entitled to receive out of the net assets of the corporation \$1.00 per share plus an amount equal to all dividends accrued and unpaid up to and including the date fixed for distribution, whether or not earned or declared, before any distribution may be made to the holders of the a Common Stock. The holders of the Preferred Stock shall not be entitled to any additional participation in the distribution of the assets of the corporation.

(c) *Redemption of Preferred Stock.* On or after January 1, 1997, this corporation, by resolution of its Shareholders may at any time or from time to time, upon giving at least thirty days' written notice to the holders of the Preferred Stock (which may be by mail addressed to their respective addresses appearing on the books of the corporation), redeem the Preferred Stock in whole or in part (by lot or pro rata) at \$1.00 per share plus the amount of any dividend accrued and unpaid thereon up to and including the date fixed for redemption, whether or not earned or declared.

(d) *Purchase of Common Stock.* As long as any of its Preferred Stock is outstanding, this corporation shall not purchase or otherwise acquire for value any of the Common Stock of this corporation, or set aside any moneys as a sinking fund for the purchase or acquisition of its Common Stock.

(e) *Preemptive Rights.* Each holder of Common Stock of this corporation shall have the first right (subject to pragmatic adjustments to avoid the issue of fractional shares) to purchase shares of Common Stock of this corporation that may hereafter from time to time be issued (whether or not presently authorized), including shares from the Treasury of the corporation, in the ratio that the number of shares of Common Stock he holds at the time of the issue bears to the total number of shares of Common Stock outstanding. This right shall be deemed waived by any holder of Common Stock who does not exercise it and pay for the stock preempted within thirty days of receipt of a notice in writing from the corporation inviting him to exercise the right. A holder of Common Stock shall not, solely because of his holdings of Common Stock, have a right to purchase shares of Preferred Stock that may hereafter be issued.

A holder of Preferred stock shall not, solely because of his holdings of Preferred Stock, have a right to purchase shares of any class of stock, Common or Preferred that may hereafter be issued by the corporation.

(f) *Voting Rights.* Subject to the laws of the State of Florida and sections 3 and 4 of this article, the entire voting power shall be vested in the holders of Common Stock, who shall be entitled to one vote for each share of Common Stock of record. The holders of the Preferred Stock shall not have by reason of their ownership thereof any right (other than that given by sections 3 and 4 of this article) to vote or any voice in the management of the corporation.

*Section 3. Acts Requiring Consent of Two-Thirds of Preferred Stock.* As long as any Preferred Stock of this corporation is outstanding, this corporation shall not without the consent of the holders of at least two-thirds of that outstanding Preferred stock, given in person or by proxy at a meeting of stockholders called for that purpose, or given in writing:

(a) Amend or repeal any provision of the certificate of incorporation of this corporation or of any amendment thereof or add any provision to that certificate, if such action would alter the preferences, special rights or powers of the Preferred Stock so as to affect that stock adversely; or

(b) Authorize or create, or increase the authorized amount of, any stock (hereafter called "Prior Preference Stock") having preferential rights (to dividends or to assets on the dissolution, liquidation or winding up of this corporation) which are prior to those of the Preferred stock; or

(c) Authorize or create any stock, security, debt or obligation convertible into or exchangeable for Prior Preference Stock or evidencing the right to purchase Prior Preference stock; or

(d) Increase the authorized amount of Preferred stock or authorize or increase the authorized amount of any other stock having preferential rights to dividends or to the assets of this corporation on dissolution, liquidation or winding up, which are on a parity with those of the Preferred Stock; or

(e) Reclassify any shares of Common Stock or any shares of junior stock ;that may hereafter be created into Prior Preference stock, Preferred Stock, or any stock having preferential rights to dividends or to assets of this corporation on dissolution, liquidation or winding up, which are on a parity with those of the Preferred Stock; or

(f) By voluntary action dissolve, liquidate or wind up the corporation, or sell, lease or convey all or substantially all of the assets of the corporation (but, the execution and delivery of a mortgage, deed of trust or instrument of pledge, covering all or substantially all of the assets of the corporation shall not be considered a sale or conveyance thereof); or

(g) Effect the merger or consolidation of the corporation, unless; (i) the surviving or resulting corporation (which may be this corporation or another corporation) will have, immediately after the merger or consolidation, no stock either authorized or outstanding ranking prior to or on a parity with the Preferred Stock as to dividends or as to assets upon dissolution, liquidation or winding up of the surviving or resulting corporation, except the same or a lesser number of shares of stock having such priority or parity with the same or lesser rights, preferences and powers as the stock of this corporation authorized and outstanding immediately before the merger or consolidation; and

(ii) each holder of Preferred Stock immediately before the merger or consolidation shall be entitled to retain or receive the same number of shares (with the same rights, preferences and powers) of the resulting corporation.

Any action specified in this section 3 as requiring the consent of the holders of two-thirds of the outstanding Preferred Stock may (unless otherwise provided by statute or this certificate of incorporation) be taken with that consent and whatever additional vote or consent, if any, of holders of junior stock or of a particular class or classes thereof may from time to time be required by law.

Section 4. *Consent Required to Amend or Repeal Section 3.* As long as any Preferred stock is outstanding, this corporation shall not without the consent of the holders of two-thirds of that outstanding Preferred Stock (given in person or by proxy at a meeting of stockholders called for that purpose, or given in writing) amend, repeal or add to section 3 of this article.

#### *ARTICLE VI Transfer of Shares*

The shareholders of the Corporation shall have the power to include in the bylaws, adopted by a majority of the shareholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer or other disposition of any of the outstanding stock of the Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions and details, of the disposition shall be determined by the shareholders of the Corporation; provided, however that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock. The sale or transfer may be made only after it has been approved at a shareholder meeting especially called for that purpose.

#### *ARTICLE VII Amendment of Articles*

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any rights conferred on the shareholders is subject to this reservation.

ARTICLE VIII Indemnification

The Corporation shall indemnify any present or former officer or person exercising powers and duties of an officer, to the full extent now or hereafter permitted by law.


ARTICLE IX Special Provisions

Section 1. The annual meeting of the Shareholders of this corporation shall be fixed by the By-Laws.

Section 2. The Officers of this Corporation shall be a President, Secretary, and Treasurer and such other officers as the shareholders may deem necessary. Any one person may hold all three such offices.

The foregoing amendment to Articles of Incorporation was duly adopted by the Shareholders entitled to vote thereon on December 31, 1996.

In witness whereof, the undersigned officer of this corporation has executed these articles of amendment on December 31, 1996 and hereby certifies that these amendments are accurate and true as adopted at said corporate meeting.

  
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Bruce & Kiah, Secretary