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FLORIDA DIVISION OF CORPORATIONS
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FAX #: (850)922-4000

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.

ACCT#: 076247002423

CONTACT: BEVERLY F BRYAN

PHONE: (954)763-1200

FAX #: (954)766-7800

NAME: AMERICAN ASSOCIATION OF PROFESSIONAL ATHLETE

AUDIT NUMBER.....H98000002198

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CERT. OF STATUS..0

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Amendment
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
AMERICAN ASSOCIATION OF PROFESSIONAL ATHLETES, INC.**

Pursuant to Section 607.1006 of the Business Corporation Act of the State of Florida, the undersigned President of AMERICAN ASSOCIATION OF PROFESSIONAL ATHLETES, INC., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida ("Corporation"), bearing document number P97000004585, does hereby certify:

First: That pursuant to written consent of all the Shareholders and all the Directors of said Corporation on December 1, 1998, the Shareholders and Directors approved the amendment to the Corporation's Articles of Incorporation as follows:

"Article IV. Capital Stock" of the Articles of Incorporation of this Corporation is deleted in its entirety, and replaced by the following:

**ARTICLE IV
CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be Eleven Million (11,000,000) shares consisting of the following: Ten Million (10,000,000) shares of Common Stock, \$.01 par

Roxanne K. Beilly, Esq.
FL Bar No. 851450
Atlas, Pearlman, Trop & Borkson, P.A.
200 E Las Olas Blvd., Suite 1900
Ft. Lauderdale, FL 33301
(954) 763-1200

value per share and One Million (1,000,000) shares of Preferred Stock, \$.01 par value per share. Series of the Preferred Stock may be created and issued from time to time, with such designations, preferences, conversion rights, cumulative, relative, participating, optional or other rights, including voting rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the creation and issuance of such series of Preferred Stock as adopted by the Board of Directors pursuant to the authority in this paragraph given.

The foregoing amendment was adopted, pursuant to the Florida Business Corporation Act, by all of the Directors and all of the Shareholders of the Common Stock of the Corporation, which shares consenting and voted represented a majority of the total issued and outstanding capital stock of the Corporation entitled to vote, pursuant to written consent dated December 1, 1997. Therefore, the number of votes cast by the Shareholders of the Corporation for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of February 2, 1997.

AMERICAN ASSOCIATION OF PROFESSIONAL
ATHLETES, INC.

By: Mark Bogen
Mark Bogen, Chief Executive Officer