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<input type="checkbox"/>	Domestication
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AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
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FILED
98 SEP -2 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP 8 1998

Examiner's Initials

ARTICLES OF AMENDMENT TO THE ARTICLES OF
INCORPORATION OF XTREME PAINTBALL & GAMES, INC.

FILED
98 SEP -2 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts the following Articles of Amendments to its Articles of Incorporation:

1. The name of the corporations is Xtreme Paintball & Games, Inc.
2. The Articles of Incorporation shall be amended as follows:

- a. The second paragraph of Article I. - Name shall be deleted and the following shall replace the deleted portion.

The principal address of this corporation is: 2682 N. University Drive, Sunrise, Florida, 33322.

- b. Article III. - Capital Stock shall be deleted in its entirety and the following shall replace it.

The corporation is authorized to issue 10,000,000 (ten-million) shares of common Stock, with par value of \$.001.

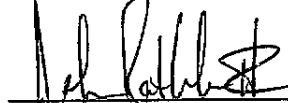
- c. The name of officer/director Patrick Ventimiglia was misspelled in several places in the Articles. The Articles shall be amended to correct this by replacing the misspelled name with the name as written here.

3. The amendments were adopted on the 6th day of NOVEMBER, 1997.

4. The amendments were duly approved by the shareholders in accordance with section 607.1006.

DATED November 12, 1997.

XTREME PAINTBALL & GAMES, INC.



JOHN RATHBUN II, PRESIDENT