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ARTICLE OF AMENDMENT TO ARTICLES OF INCORPORATION





Pursuant to Section 607.1006 of the Florida Business Corporation Act, Roller Hockey International, Inc., a Florida corporation (the "Corporation"), certifies that:

- The original Articles of Incorporation of the Corporation were filed with the Department of State on August 6, 1997.
- In accordance with the provisions of Sections 607.1003 and 607.0704 of the Florida Business Corporation Act, this Amended Articles of Incorporation was duly adopted by the Board of Directors of the Corporation pursuant to an unanimous consent dated as of March 22, 1999 and by the holders of outstanding stock of the Corporation having no less than the minimum number of votes that would be necessary to authorize or take such action, pursuant to a written consent, dated as of March 22, 1999, with notice to those shareholders who have not consented in writing.
 - The Articles of Incorporation of the Corporation are amended as follows: 3.
- Article III of the Articles of Incorporation is deleted and a new Article III is added relating to Capital Stock.
- There are no discrepancies between the provisions of the Articles of Incorporation and the provision of this Article of Amendment other than the inclusion of the foregoing amendment which was adopted pursuant to Sections 607.1003 and 607.0704 of the Florida Business Corporation Act.

The text of the Articles of Incorporation of the Corporation is restated with the amendment described above, effective as of the date of filing with the Department of State, to read as follows:

"ARTICLE III_CAPITAL STOCK

The number of shares of capital stock that the Corporation is authorized to issue is Twenty-Five Million (25,000,000) shares of common stock, par value \$.01 per share (the "Common Stock"). Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders of the Corporation. Every share of Common Stock issued and outstanding on March 23, 1999 (or issuable upon conversion of those certain convertible subordinated debentures issued in October, 1998) is hereby combined into

0.003476181 shares, without change in par value and without reducing the number of authorized shares of Common Stock set forth herein."

IN WITNESS WERHEOF, the undersigned have made, subscribed and acknowledged

this Article of Amendment to the Articles of Incorporation this

of June, 1999.

Bernard Mullin

President

Dona Voights Secretary