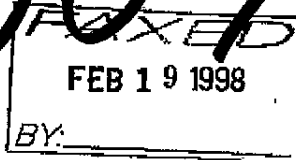


02/19/98 13:27 FAX 858477

DORNO ZEDER

13543.007

P9 7000079041



2/19/98

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

11:53

((H98000003378 0))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: ADORNO & ZEDER, P.A.  
CONTACT: JUSTIN T WILSON  
PHONE: (305) 860-7098

ACCT#: 072100000120

FAX #: (305) 858-4777

NAME: FUTUREBALL, INC.

AUDIT NUMBER.....H98000003378

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

RECEIVED

98 FEB 19 PM 1:36

DIVISION OF CORPORATIONS

FILED

98 FEB 19 PM 2:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Amendment  
02/19/98  
DC

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
FUTUREBALL, INC.**

H98000003378

FILED  
98 FEB 19 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Alan C. Bright, as Sole Director of Futureball, Inc., a Florida corporation (the "Corporation") hereby certifies that there are no shareholders as of this date and that the sole director of the Corporation adopted a resolution by written consent on the 18th day of February, 1998, which approved and adopted the following amendment to the Corporation's Articles of Incorporation:

The Articles of Incorporation of the Corporation are hereby amended as follows:

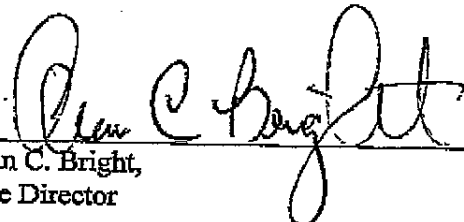
**ARTICLE III: CAPITAL STOCK**

Section 1. The aggregate number of shares which the Corporation shall have authority to issue shall be 10,000,000 shares of Common Stock, divided into two classes, the designation and par values of each such class being, as follows:

- A) 2,000,000 shares of Class A Common Voting Stock, having a par value of \$.001;
- B) 8,000,000 shares of Class B Common Non-Voting Stock, having a par value of \$.001.

Section 2. All of said shares of both classes shall have equal preferences, limitations and relative rights, except that the Class B Common Non-Voting Stock shall have no voting rights whatsoever, either individually or as a class.

Dated this 18th day of February, 1998

  
\_\_\_\_\_  
Alan C. Bright,  
Sole Director

JUSTIN T. WILSON  
2601 S. BAYSHORE DR.  
SUITE 2600  
MIAMI, FL 33155  
(305) 858-5555

H98000003378