

797000085418

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April 18, 2001

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

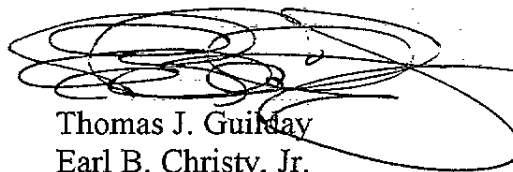
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*****43.75 *****43.75

Dear Madam or Sir:

Enclosed are approved amendments to the Articles of Incorporation for Surebet Prize Indemnity Corporation. This amendment was proposed to the shareholders and Board of Directors and approved by written consent of each Director and Shareholders.

This amendment is intended to be effective upon filing. The enclosed check for \$43.75 is provided to cover the required filing fee and return of a certified copy of the amendment. We have provided a stamped, self-addressed envelope for your convenience in returning the certified copy to us.

Sincerely,



Thomas J. Guilday
Earl B. Christy, Jr.
Attorneys for Surebet Prize Indemnity
Corporation

Enclosures: (1) Articles of Amendment
(2) Check \$43.75

FILED
01 APR 27 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T BROWN MAY - 7 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 27, 2001

THOMAS J. GUILDAY
HUEY, GUILDAY & TUCKER, P.A.
P.O. BOX 12500
TALLAHASSEE, FL 32317-2500

SUBJECT: SUREBET PRIZE INDEMNITY CORPORATION
Ref. Number: P97000085418

We have received your document for SUREBET PRIZE INDEMNITY CORPORATION and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6869.

Teresa Brown
Corporate Specialist

Letter Number: 501A00024970

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May 3, 2001

Ms. Teresa Brown
Corporate Specialist
Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

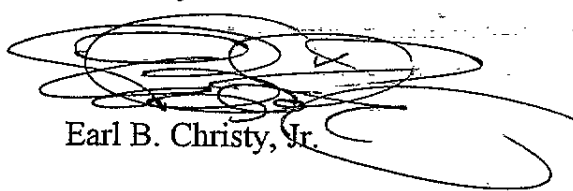
Dear Ms. Brown:

Re: Surebet Prize Indemnity Corporation
Your Reference No. P97000085418
Letter No. 501A00024970

Enclosed is the document you indicated should be signed by the chairman: Articles of Amendment of Surebet Prize Indemnity Corporation, along with a copy of your letter of April 27, 2001 as requested.

Thank you for your kind attention to this matter.

Sincerely,


Earl B. Christy, Jr.

:sv
Enclosure
2420.6366

**ARTICLES OF AMENDMENT
OF
SUREBET PRIZE INDEMNITY CORPORATION**

FILED
01 APR 27 PM 3: 56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Seciton 607.1001, Florida Statutes , the Articles of
Incorporation of the above-named Corporation are amended as follows:

1. Article III, Purposes and Powers, Section 2 is amended to read as
follows:

Section 2. The Corporation shall have all the powers set forth in
the Florida General Corporation Act, as in effect from time to time, and including
but not limited to the following powers:

- (a) To underwrite, issue, sell, broker or otherwise transact business
involving insuring or guaranteeing games of chance or related activities at
sporting, social, commercial or other types of events.
- (b) To act as broker, agent or factor for any person, firm or corporation.
- (c) To create, organize, administer, manage, and service a subsidiary
Purchasing Group, domiciled in the state of Florida for the purpose of enabling
members of that Purchasing Group to purchase insurance on a group basis which
insures or guarantees games of chance or skill or related activities at sporting,
social, commercial or other types of events.
- (d) To purchase, lease or otherwise acquire real and personal property
and leaseholds thereof and interests therein, and to own, hold, manage, develop,

improve, equip, maintain and operate, and to sell, convey, exchange, lease or otherwise encumber any and all such property and any and all legal and equitable rights thereunder and interests therein.

(e) To borrow or raise money for any of the purposes of the Corporation and from time to time without limit as to amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and nonnegotiable instruments and evidences of indebtedness; and to secure payment thereof and any interest therein by mortgage, pledge, creation of a security interest, conveyance or other assignment in trust, in whole or in part, of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of or any bonds, security, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) To enter into, make, perform and carry out contracts and arrangements of every sort and kind which may be necessary or convenient for the business of the Corporation or business of a similar nature with any person, firm, corporation or business of a similar nature with any person, firm,

corporation, association or syndicate or any private, public or municipal body existing under the government of the United States or any state, territory, colony or dependency thereof or foreign government so far as or to the extent that the same may be done or performed pursuant to law.

(h) To enter into or become a partner in any agreement for sharing profits, union of interests, cooperation, joint venture or otherwise with any person, firm or corporation now carrying on or about to carry on any business which this Corporation has the direct or incidental authority to pursue.

(i) To include in its Bylaws any regulatory or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its Shareholders. The manner and form as well as all relevant terms, conditions and details hereof shall be determined by the Shareholders of this Corporation; provided, however, that no such regulatory or restrictive provision shall affect the rights of third parties without actual knowledge thereof, unless such provision shall be noted upon the certificate evidencing the ownership of said stock.

(j) In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do and in any part of the world as principal, factor, agent, contractor, broker or otherwise, either alone or in company with any entity or individual; to establish one or more offices, both within the State of Florida and any part or parts of the world, at which meetings of

directors may be held and all or any part of the Corporation's business may be conducted; and to exercise all or any of its corporate powers and rights in the State of Florida and in any and all other states, territories, districts, dependencies, colonies or possessions in the United States of America and in any foreign countries.

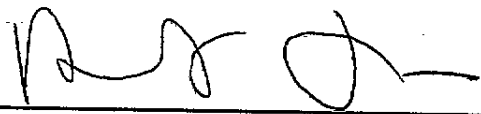
(k) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes of the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by law.

2. This amendment was adopted on April 3, 2001.

3. Pursuant to Section 607.1003, Florida Statutes, the foregoing amendment was proposed to the Shareholders by the Board of Directors and the number of votes cast for the amendment by the shareholders was sufficient for adoption on April 3, 2001.

ACCORDINGLY, we have executed these Articles of Amendment on May,

2 2001.



Signature

Name: Albert Elia III

Title: Director and Chairman
of the Board of
Directors