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FAMILY SPORTS CONCEPTS, INC.

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**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
FAMILY SPORTS CONCEPTS, INC.**

The undersigned, as Chief Executive Officer of FAMILY SPORTS CONCEPTS, INC., does hereby certify that the amendment provided for herein was adopted by the stockholders and the board of directors on the 31st day of October, 2007.

1. Name of Corporation: FAMILY SPORTS CONCEPTS, INC.
2. Document Number: The document number of the Corporation is P97000108234.
3. Amendment Adopted: Article IV is hereby amended and restated to read as follows:

**"ARTICLE IV
AUTHORIZED SHARES**

Section 4.1. Class, Number, Par and Description. The corporation is authorized to issue four million (4,000,000) shares of common stock, which shall be designated as "Common Stock." The par value of each share of stock shall be one cent (\$0.01). Of the Common Stock, Two million (2,000,000) shares shall be designated Voting Common Stock and two million (2,000,000) shares shall be designated Non-voting Common Stock. Each of the said shares of Voting Common Stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. There shall be no other differences in the rights of such Common Stock."

4. Plan of Reorganization Adopted: The Plan of Reorganization, which is attached hereto as Exhibit "A", is approved in its entirety.
5. Stockholder Approval: The stockholders entitled to vote on this Amendment approved such Amendment.
6. Other Provisions: All other articles and provisions of the Articles of Incorporation as originally filed on December 24, 1997, as amended on January 22, 2007, shall remain the same.

Prepared By:
Michael G. Little, Esq.
Johnson, Pope, Bokor, Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33700
(727) 461-1818
Bar No. 0861677

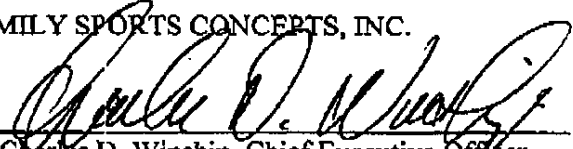
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The undersigned has executed these Articles of Amendment on the 31st day of October, 2007.

FAMILY SPORTS CONCEPTS, INC.

By:


Charles D. Winship, Chief Executive Officer

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