



P98000020256

ACCOUNT NO. : 072100000032

REFERENCE : 817734 5014993

AUTHORIZATION :

Patricia Pigot

COST LIMIT : \$ 70.00

ORDER DATE : August 31, 2000

ORDER TIME : 4:06 PM

EFFECTIVE DATE
9/1/00

*Share
Exchange*

ORDER NO. : 817734-005

CUSTOMER NO: 5014993

6000003379516--6

CUSTOMER: Richard P. Zaretsky, Esq
Richard P. Zaretsky, P.a.
1655 Palm Beach Lakes Blvd.
Suite 900
W. Palm Beach, FL 33401

ARTICLES OF SHARE EXCHANGE

NAME: GRIDIRON SPORTS MANAGEMENT,
INC.
SPARQ SPORTS, INC.

FILED
00 AUG 31 PM 5:00
SECRETARIAT OF STATE
TALLAHASSEE, FLORIDA

XX ARTICLES OF SHARE EXCHANGE

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:
XX PLAIN STAMPED COPY

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

[Signature]
8/1/00

RECEIVED
00 AUG 31 PM 4:38
DIVISION OF CORPORATION

EFFECTIVE DATE

9/1/00

FILED
00 AUG 31 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF SHARE EXCHANGE OF
GRIDIRON SPORTS MANAGEMENT, INC.
AND
SPARQ SPORTS, INC.**

These Articles of Share Exchange are set forth to govern the share exchange of the common shares of GRIDIRON SPORTS MANAGEMENT, INC. (hereinafter GSM) for those common shares of SPARQ SPORTS, INC. (hereinafter SSI), in accordance with a Plan of Share Exchange as follows:

1. GSM will exchange all of its issued and outstanding common shares with SSI and SSI shall issue common shares of SSI to the shareholders of GSM pursuant to these Articles.

2. The sole remaining shareholder of GSM shall be SPARQ SPORTS, INC.

3. The terms and conditions of the share exchange are that:

a. each shareholder of GSM shall receive 1/100 fractional share of SSI common stock for each share of GSM common stock upon the effective date of the share exchange. Each shareholder of GSM shall surrender its share certificates in GSM to the Secretary of SSI to effectuate issuance of the exchange certificates.

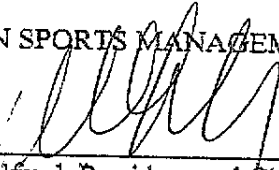
b. each corporation warrants and represents to the other that the shares of common stock being exchanged are all of a single class and that no other class of stock or equity certificates exists.

4. The Plan of Share Exchange was adopted unanimously by the Board of Directors of each corporation and by all of the shareholders of each corporation at duly noticed meetings in compliance with Chapter 607 of Florida Statutes this 28th day of August, 2000.

5. The effective date of these Articles of Share Exchange shall be September 1, 2000.
6. The President of each respective corporation shall effectuate the intent of this Plan of Share Exchange, in conjunction with each shareholder of GSM.

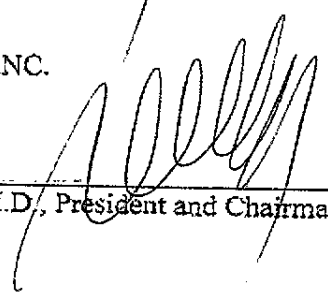
Executed by each Corporate Representative this 28th day of August, 2000.

GRIDIRON SPORTS MANAGEMENT, INC.



Michael Gelfand, President and Chairman

SPARQ SPORTS, INC.



Michael Gelfand, M.D., President and Chairman