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Division of Corporations

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BASIC AMENDMENT

THE PROFESSIONAL INTERNET GAMING ASSOCIATION, INC.

Certificate of Status	1
Certified Copy	0
Page Count	03
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Corporate Filing

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AMEND
12/23

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE PROFESSIONAL INTERNET GAMING ASSOCIATION, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, The Professional Internet Gaming Association, Inc., a Florida corporation (the "Corporation"), hereby amends its Articles of Incorporation as follows:

1. Article 4, is hereby amended in its entirety to read as follows:

Article 4 - CAPITAL STOCK

4.1 The total number of shares of all classes of stock that the Corporation shall have the authority to issue is Fifty Million (50,000,000) shares of Common Stock in one or more classes, having a par value of \$.001. Subject to such restrictions or limitations, if any, contained in the Corporation's Bylaws or shareholders' agreement; if any, the Board of Directors is expressly authorized to provide for the classification and reclassification of any unissued shares of Common Stock and the issuance thereof in one or more classes or series without the approval of the stockholders of the Corporation. The designations, relative rights, preferences, and limitations of each class of shares of the Corporation shall be as follows:

A. Class A Common Stock

Voting Rights. The holders of Class A Common Stock shall be entitled to one (1) vote for each share held with respect to all matters voted on by the shareholders of the Corporation.

B. Class B Common Stock

Voting Rights. Except as provided by law, the holders of Class B Common Stock shall not be entitled to vote on any matter voted on by the shareholders of the Corporation.

4.2 No holders of any shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

2. This Amendment shall be effective on the date of filing.

Mark A. Albright, Esq. (FL Bar No. 125318)
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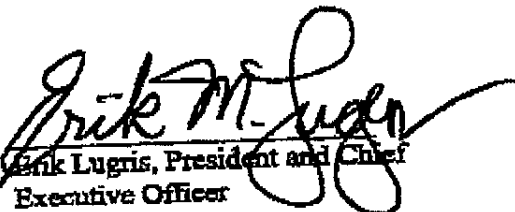
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3. This Amendment was unanimously approved by the directors and the shareholders of the Corporation by written consent dated December 21, 1999 in accordance with the provisions of Sections 607.0704 and 607.0821, Florida Statutes.

Dated: December 21, 1999


Erik Lugin, President and Chief
Executive Officer

12/23/99

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