



THE UNITED STATES
CORPORATION
COMPANY

PP8000052906

ACCOUNT NO. : 072100000032

REFERENCE : 961960 80974A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 15, 1998

ORDER TIME : 12:26 PM

ORDER NO. : 961960-005

CUSTOMER NO: 80974A

600002639896--D
-09/15/98--01061--003
*****35.00 *****35.00

CUSTOMER: Beverly Donnelly, Legal Asst
Popkin & Shurpin, P.a.
Suite 114
2499 Glades Road
Boca Raton, FL 33431

DOMESTIC AMENDMENT FILING

NAME: ELITE ENTERTAINMENT AND
MARKETING, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

FILED
98 SEP 15 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 SEP 15 PM 1:09
DIVISION OF CORPORATION

See 9/16

AMENDMENT TO
ARTICLES OF INCORPORATION
OF

ELITE ENTERTAINMENT AND MARKETING, INC.

FILED
98 SEP 15 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. ARTICLE I of the Articles of Incorporation of ELITE ENTERTAINMENT AND MARKETING, INC. is amended as follows:

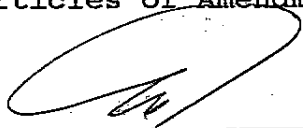
ARTICLE I

The name of the corporation shall be:

ELITE SPORTS & ENTERTAINMENT GROUP, INC.

2. The Consent to the foregoing amendment, a copy of which is attached hereto and made a part hereof as Exhibit "A" was adopted by the shareholders of this corporation on September 7, 1998.

IN WITNESS WHEREOF, the undersigned as Vice President of the corporation has executed these Articles of Amendment on September 7, 1998.


Edward D. Popkin
Vice President/Secretary

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

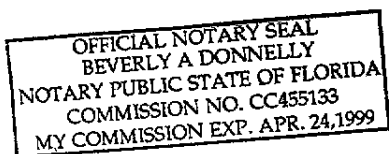
I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Edward D. Popkin, as Vice President of the Elite Entertainment and Marketing, Inc., to me known to be the person described in and who executed the foregoing Amendment to Articles of Incorporation and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 7 day of September, 1998.


NOTARY PUBLIC

BEVERLY A. DONNELLY

My commission expires:



MINUTES OF SPECIAL MEETING OF
BOARD OF DIRECTORS AND STOCKHOLDERS OF
ELITE ENTERTAINMENT AND MARKETING, INC.

A special meeting of the officers, directors and stockholders of ELITE ENTERTAINMENT AND MARKETING, INC. was held on September 7, 1998 at the law offices of Popkin & Shurpin, P.A., 2499 Glades Road, Suite 114, Boca Raton, FL 33431 at 10:00 A.M.

All officers, directors and shareholders were present at the meeting and John W. Anderson as President/Treasurer presided as Chairman of the meeting, Edward D. Popkin acted as Vice President/Secretary.

The President advised that the purpose of the meeting was to change the name of the corporation to ELITE SPORTS & ENTERTAINMENT GROUP, INC.

UPON MOTION duly made, seconded and passed, the President and Secretary were authorized to execute all necessary documents to effectuate a change of the name of the corporation to ELITE SPORTS & ENTERTAINMENT GROUP, INC.



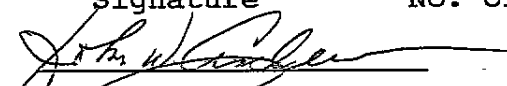
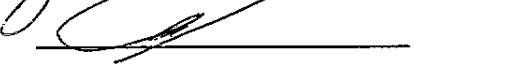
Edward D. Popkin,
Vice President/Secretary

EXHIBIT "A"

CONSENT TO AMENDMENT
OF
ARTICLES OF INCORPORATION
OF

ELITE ENTERTAINMENT AND MARKETING, INC.

The undersigned being all of the directors and all of the stockholders of ELITE ENTERTAINMENT AND MARKETING, INC. entitled to vote with respect thereto, and in the case of the stockholders, each being the holder of the number and class of shares set forth opposite his/her name below, hereby authorize, adopt and consent to the following amendment to the Articles of Incorporation: The name of the corporation is changed from ELITE ENTERTAINMENT AND MARKETING, INC. to ELITE SPORTS & ENTERTAINMENT GROUP, INC.

Name of Stockholder	Signature	No. of Shares	Date
John W. Anderson		50	9/7/98
Edward D. Popkin		50	9/7/98

Name of Directors:

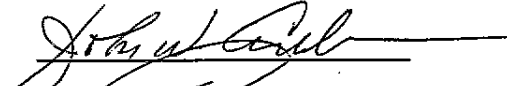
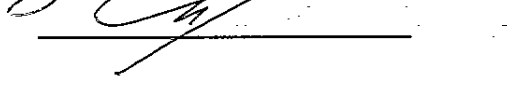
John W. Anderson		50	9/7/98
Edward D. Popkin		50	9/7/98

EXHIBIT "A"

NOTICE OF SPECIAL MEETING OF
BOARD OF DIRECTORS AND STOCKHOLDERS OF
ELITE ENTERTAINMENT AND MARKETING, INC.

TO ALL OFFICERS AND DIRECTORS OF ELITE ENTERTAINMENT AND MARKETING,
INC.

NOTICE is hereby given that a Special Meeting of the
Stockholders and Board of Directors of ELITE ENTERTAINMENT AND
MARKETING, INC. will be held on September 7, 1998 at the law
offices of Popkin & Shurpin, P. A., 2499 Glades Road, Suite 114,
Boca Raton, FL 33431.

Dated: September 7, 1998



Edward D. Popkin
Vice President/Secretary

EXHIBIT "A"