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POPKIN & SHURPIN, P.A.

Attorneys at Law
2499 GLADES ROAD, SUITE 114
BOCA RATON, FLORIDA 33431

EDWARD D. POPKIN*
BARBARA T. SHURPIN**

BOCA RATON (561) 394-8333
PALM BEACH (561) 734-5507
BROWARD (954) 484-6200
FAX (561) 394-8413

* ALSO ADMITTED IN NEW YORK
** ALSO ADMITTED IN MASSACHUSETTS

May 19, 1999

Secretary of State
State of Florida
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32314

RE: ELITE SPORTS & ENTERTAINMENT GROUP, INC.
Charter No. P98000052906

Gentlemen:

Enclosed please find an Amendment to the Articles of Incorporation of the above corporation for filing with the Secretary of State. Further enclosed is our check in the amount of \$35.00 as and for the filing fee.

Thank you for your assistance.

Very truly yours,

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*****35.00 *****35.00

Beverly Donnelly
Beverly A. Donnelly
Legal Assistant

Enclosures

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AMENDMENT TO
ARTICLES OF INCORPORATION
OF
ELITE SPORTS & ENTERTAINMENT GROUP, INC.

FILED
99 MAY 24 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is ELITE SPORTS & ENTERTAINMENT GROUP, INC.

2. Article six (6) of the Articles of Incorporation of the Corporation is hereby amended to add a director of the corporation, whose name and address is as follows:

Michael Waxman - Director/Secretary/Treasurer
2001 West Sample Road, Suite 404
Pompano Beach, FL 33064

Article six of the Articles of Incorporation is further amended to change the names and addresses of the Officers and Directors to:

Edward D. Popkin - Director/Vice President
2499 Glades Road, Suite 114
Boca Raton, FL 33431

John W. Anderson - Director/President
2499 Glades Road, Suite 114
Boca Raton, FL 33431

3. The foregoing Amendment was adopted by the Secretary/Director and Shareholder of the Corporation on the 18th day of May, 1999 pursuant to Section 607.187(2), Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 18th day of May, 1999.

ELITE SPORTS & ENTERTAINMENT GROUP, INC.


By: 

Edward D. Popkin
Vice President/Secretary/Director

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 Great Estate Society, 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 18th day of May, 1999.


Notary Public

BEVERLY A. DONNELLY

My commission expires:

