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EDWARD D. POPKIN* BARBRA T. SHURPIN**

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* 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,

Beverly A. Donnelly

Legal Assistant

Enclosures

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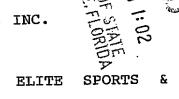
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AMENDMENT TO

ARTICLES OF INCORPORATION

OF

ELITE SPORTS & ENTERTAINMENT GROUP, INC.



- 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:

OFFICIAL NOTARY SEAL
BEVERLY A DONNELLY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC821037
MY COMMISSION EXP. APR. 24,2003