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

June 22, 1999

Secretary of State
State of Florida
Division of Corporations
The Capitol
Tallahassee, Florida 32304

Re: Elite Sports & Entertainment Group, Inc.
Our File No. 980602

Dear Sir:

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.

Kindly confirm receipt of this letter.

Thank you for your assistance.

Very truly yours,

Edward D. Popkin
EDP:bd

Enc.

FILED
99 JUN 25 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-06/25/99-01064-017
*****35.00 *****35.00

Amend

V. SHEPARD JUL 1 1999

AMENDMENT TO
ARTICLES OF INCORPORATION
OF

ELITE SPORTS & ENTERTAINMENT GROUP, INC.

FILED
99 JUN 25 PM 1:52
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 delete 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 Officers of the corporation to:

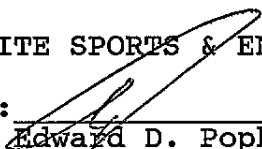
Edward D. Popkin - shall be Director/Vice President/Secretary
2499 Glades Road, Suite 114
Boca Raton, FL 33431

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

3. The foregoing Amendment was adopted by the Vice President/Director and Shareholder of the Corporation on the 22nd day of June, 1999 pursuant to Section 607.187(2), Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment this 22nd day of June, 1999.

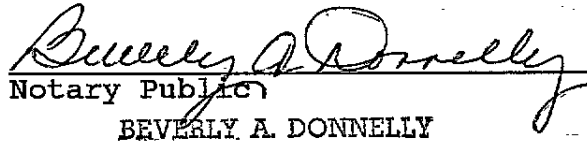
ELITE SPORTS & ENTERTAINMENT GROUP, INC.

By: 
Edward D. Popkin
Vice President/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 Elite Sports & Entertainment Group, 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 22nd day of June, 1999.



Notary Public
BEVERLY A. DONNELLY

My commission expires:

