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BASIC AMENDMENT

ACTIVE SPORTS USA, INC.

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ARTICLES OF AMENDMENT OF THE ARTICLES OF INCORPORATION OF ACTIVE SPORTS USA, INC.



Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act,

ACTIVE SPORTS USA, INC., a Florida corporation (the "Corporation"), adopts the following articles of amendment to its Articles of Incorporation.

ARTICLE I

The name of the Corporation is ACTIVE SPORTS USA, INC.

ARTICLE II

Article 1 of the Corporation's Articles of Incorporation is deleted in its entirety and the following is substituted in its stead:

Article 1: The name of the Corporation is:

ActiveUSA.com, Inc.

The undersigned hereby certifies that the foregoing amendment was duly approved and adopted by unanimous joint written consent of the Board of Directors and all of the shareholders of the Corporation as of April 20, 1999. In each case the number of votes cast was sufficient for approval.

Dated this 30 day of April, 1999.

Filed by:

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CTIVE SPORTS USA, INC.

James M. Woodman IV, President