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BASIC AMENDMENT

UNIVERSAL ENTERTAINMENT INC.

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ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
UNIVERSAL ENTERTAINMENT INC.

Pursuant to the provisions of the Florida Statutes, on January 27, 1999, the incorporator of Universal Entertainment Inc., a Florida corporation (the "Corporation"), adopted the following resolutions by written consent:

- RESOLVED:** That the name of the Corporation should be changed to Sportmax Entertainment Inc.
- RESOLVED:** That Joseph Paulowicz should serve as a director of the Corporation along with Messrs. Jessel and Lalonde.
- RESOLVED:** That the Articles of Incorporation as filed with the Florida State Department should be amended to reflect the foregoing resolutions.

The amendments were adopted by the incorporator before the issuance of any shares; shareholder action was not required.

NOW THEREFORE, in accordance with the foregoing resolutions,

Article I of the Corporation's Articles of Incorporation is deleted and the following inserted in its place:

The name of the Corporation shall be Sportmax Entertainment Inc.

Article VI of the Corporation's Articles of Incorporation is deleted and the following inserted in its place:

The Corporation shall have three (3) directors. The names and addresses of the members of the Board of Directors are Kay S. Jessel, 625 Howe Street #405, Vancouver, B.C. V6C 2T6, Donald L. Lalonde, 1524 Shasta Place, Victoria, B.C. V8C 1X9, and Joseph Paulowicz, 10010 97th Avenue, Edmonton, Alberta T5K 0B1.

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Phone No. 561-687-4460
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IN WITNESS WHEREOF, the incorporator of the Corporation has executed and submitted this instrument this 28th day of January, 1999.



Mark H. Mirkin, Esq.

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