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June 7, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

EXPRESS MAIL

RE: Barstool Station II, Inc.

800002898768--5
-06/08/99-01081-007
*****43.75 *****43.75

Dear Sir/Madam:

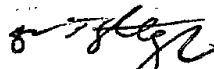
Enclosed are the following items in connection with the above corporation:

1. Original and one copy of the Amendment to Articles of Incorporation of Barstool Station II, Inc.
2. This firm's check in the amount of \$43.75 representing the filing fee and the amount necessary for a certified copy of the amendment.

Please file the enclosed amendment and return a certified copy to this office. I have enclosed a stamped return envelope for your convenience.

If you require additional information, please do not hesitate to contact our office. Thank you for your assistance with matter.

Very truly yours,


Sam T. Steger

STS/cv
Enclosures
cc: Mr. Dominick Devivo

FILED
99 JUN -8 PM 12:15
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

S. PAYNE JUN 14 1999

Only 1 director
listed in corp.

NK

AMENDMENT TO ARTICLES OF INCORPORATION

OF

BARSTOOL STATION II, INC.

FILED

99 JUN -8 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

1. The undersigned hereby agree to amend Article One of the articles of incorporation so that such article shall read as follows:

ARTICLE ONE

NAME

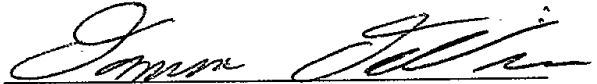
The name of this corporation shall be BARSTOOL SHOWCASE, INC.

SECOND: The date of each amendment's adoption is June 7, 1999.

THIRD: This amendment was adopted by unanimous consent of all of the shareholders and directors.

FOURTH: In all other respects, the articles of incorporation as amended shall remain in full force and effect.

Dated this 7th day of June, 1999.


Dominick Devivo, as Shareholder and Director

FILED
99 JUN -8 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 7th day of June, 1999, by DOMINICK DEVIVO, as Shareholder and Director of BARSTOOL STATION II, INC., a Florida corporation, who is personally known to me or who produced a Florida driver's license as identification and who did not take an oath.

(NOTARY SEAL)

Sam T. Steger
Printed Name:

NOTARY PUBLIC

State of Florida at Large

My Commission Expires:

