

P99000042985

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BASIC AMENDMENT

BARTER CONSULTING, INC.

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Name Change & Amendment

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 2, 1999

BARTER CONSULTING, INC.
780 NW 42 AVE STE 319
MIAMI, FL 33126

SUBJECT: BARTER CONSULTING, INC.
REF: P99000042985

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Resignation of incorporator cannot be filed with this office. Please retain the resignation for your records.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H99000027675
Letter Number: 099A00052461

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TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
OF
BARTER CONSULTING, INC.**

Pursuant to Florida Statutes Section 607.1001 and 607.1005, the Articles of Incorporation of the above named corporation are hereby amended to read as follows:

1. Article I is hereby amended changing the name of the corporation and its place the following name shall apply: PRO SPORT MARKETING, INC.

2. Article VII is hereby amended by naming the following director and to read as follows:

ARTICLE VII

Board of Directors

This Corporation shall have one (1) director. However, the number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The directors of this corporation are:

Name:	Street Address:
MAGDALENA NEUWIRTH	555 N.W 15th Street, #19-J Miami, Florida 33132

3. Article XII is hereby added and the following language shall apply:

ARTICLE XII

Officers

This Corporation shall have the following officers, but other officers may be created by the bylaws:

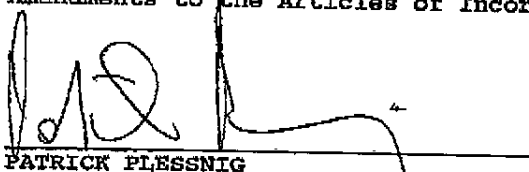
President:	MAGDALENA NEUWIRTH 555 N.E. 15th Street, #19-J Miami, Fl 33132
Treasurer:	MAGDALENA NEUWIRTH 555 N.E. 15th Street, #19-J Miami, Fl 33132
Secretary:	MAGDALENA NEUWIRTH 555 N.E. 15th Street, #19-J Miami, Fl 33132

PREPARED BY: William M. Bustamante, Esq.
780 N.W. 42 Avenue, Ste. 319
Miami, Fl 33126
Fla. Bar 829048
(305) 444-7767

4. The foregoing amendments were adopted on October 29, 1999, by the incorporator without shareholder action and shareholder action was not required.

5. The foregoing amendments are the only changes to the original Articles of Incorporation, any article not specifically mentioned here shall remain unchanged.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Amendments to the Articles of Incorporation this 29 day of October, 1999.


PATRICK PLESSNIG

STATE OF FLORIDA)
COUNTY OF DADE) SS

I HEREBY CERTIFY THAT on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared PATRICK PLESSNIG, as incorporator, of BARTER CONSULTING, INC., a Florida corporation, and who has produced his Austrian Passport #E-01164464, as identification, and he acknowledged executing the foregoing ARTICLES OF AMENDMENT OF BARTER CONSULTING, INC., freely and voluntarily under authority duly vested in him by said corporation.

WITNESS my hand and official seal in the County and State last aforesaid this ____ day of October 29, 1999.


William Bustamante
NOTARY PUBLIC STATE OF FLORIDA

(Place Notarial Seal)

MY COMMISSION EXPIRES:



W. Bustamante
MY COMMISSION # CC700041 EXPIRES
December 26, 2001
BONDED THRU TROY FARM INSURANCE, INC.