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Account Mumber: 110432003053 Phone: (305)672-0686 Fax Number: (305)672-9110

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BASIC AMENDMENT

GRAND MASTERS OF FUTBOL STADIUM STORE, INC.

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ARTICLES OF AMENDMENT

Article I. Name

The name of this Florida corporation is: Grand Masters of Futbol Stadium Store, Inc.

Article II. Amendment

The Articles of Incorporation of the Corporation are amended as follows:

Article V of the Corporation's Articles of Incorporation is amended so that the Corporation will have the authority to issue 10,000,000 shares of common stock, par value \$.001 per share.

Article III. Date Amendment Adopted

The amendment set forth in these Articles of Amendment was adopted on February 2, 2000.

Article IV. Shareholder Approval of Amendment

The amendment set forth in these Articles of Amendment was proposed by the Corporation's Board of Directors and approved by the shareholders by a vote sufficient for approval of the amendment.

The undersigned executed this document on the date shown below.

Grand Masters of Futbol Stadium Store, Inc.

by R.A. Reves as attorney-in-fact

Name: Walid El Houri

Title: Chairman of the Board of directors

Date: 2-02-00

Corporate Creations International Inc. 941 Fourth Street #200 Miami Beach FL 33139 (305) 672-0686

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