

P96000103111

FILED
 FEB 26 PM 4:17
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

CAPITOL SERVICES d/b/a
 PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)
 1406 Hays Street, Suite 2
 (Address)
 Tallahassee, FL 32301 (904) 656-3992
 (City, State, Zip) (Phone #)

OFFICE USE ONLY

900002441349--5
 -02/26/98--01024--018
 *****87.50 *****87.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Professional Sports Holdings, Inc. P96000103111
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

Walk in Pick up time 2/26 Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment Update
<input checked="" type="checkbox"/>	Resignation of R.A., Officer/Director
<input checked="" type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark

*00789, 00563, 00672

RECEIVED
 FEB 26 AM 11:11
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 26, 1998

Capitol Services
1406 Hays Street
Suite 2
Tallahassee, FL 32301

SUBJECT: PROFESSIONAL SPORTS HOLDINGS, INC.
Ref. Number: P96000103111

We have received your document for PROFESSIONAL SPORTS HOLDINGS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 798A00011045

98 FEB 27 PM 12:57
DIVISION OF CORPORATIONS

RECEIVED

ARTICLES OF AMENDMENT
OF ARTICLES OF INCORPORATION
OF

PROFESSIONAL SPORTS HOLDINGS, INC.

FILED
98 FEB 26 PM 4: 17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFESSIONAL SPORTS HOLDINGS, INC., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida (the "Corporation"), does hereby certify:

First: That by action taken by unanimous consent of the Board of Directors of the Corporation, the following resolutions were adopted setting forth proposed amendments to the Articles of Incorporation of the Corporation which were recommended to the shareholders of the Corporation for adoption:

"RESOLVED, that the Articles of Incorporation of the Corporation be amended so as to change the name of the Corporation from "Professional Sports Holdings, Inc." to "Sports Gaming Inc;"

"RESOLVED, that the Articles of Incorporation be amended to reflect a 1 for 100 reverse stock split (the "Reverse Split") so that the 10,690,000 shares of Common Stock, \$.0001 par value, presently outstanding shall be reduced to 106,900 shares of Common Stock, \$.0001 par value and such additional fraction of a share of Common Stock as may be necessary to increase a fractional share to a full share and such reduction in outstanding shares of Common Stock of the Corporation shall take effect after approval of the Reverse Split by the shareholders of the Corporation and upon the filing of Articles of Amendment of the Articles of Incorporation of the Corporation with the Department of State of the state of Florida;"

"RESOLVED, that the Articles of Incorporation of the Corporation be amended to provide that any action required or permitted to be taken at a meeting of shareholders may be taken without a meeting, if a consent in writing setting forth such action is signed by the shareholders owning a majority of the shares of Common Stock entitled to vote on the subject matter thereof;" and

"RESOLVED, that the Articles of Incorporation of the Corporation be amended to provide that the principal place of business and mailing address of the Corporation be changed to 2253 NW 62nd Drive, Boca Raton, Florida 33496.

Second: That thereafter, and pursuant to Section 607.0702 of the Florida Business Corporation Act, at a Special Meeting of the shareholders of the Corporation, duly called, at which shareholders owning 7,550,000 shares of Common Stock of the Corporation's 10,690,000 outstanding shares of Common Stock were present, all shares present were voted in favor of all of the aforesaid resolutions. Therefore, the following Articles of the Articles of Incorporation of the Corporation are hereby amended:

A. Article I is hereby amended to read as follows:

The name of the Corporation shall be "Sports Gaming Inc."

B. Article II is hereby amended to read as follows:

"The principal place of business and mailing address of the corporation shall be 2253 NW 62nd Drive, Boca Raton, Florida 33496.

C. Article III is hereby amended to read as follows:

(a) The total number of shares of Common Stock which the corporation shall have authority to issue is Seventy Five Million (55,000,000). The par value of each of such shares is \$.0001; (b) The total number of shares of Preferred Stock which the corporation shall have authority to issue is Twenty Million (20,000,000). The par value of each of such shares is \$.0001; (c) the 10,690,000 shares of Common Stock, \$.0001 par value, presently outstanding, shall be reduced to 106,900 shares of Common Stock, \$.0001 par value (the "Reverse Split") and such additional fraction of a share of Common Stock as may be necessary to increase a fractional share to a full share and such reduction in outstanding shares of Common Stock of the Corporation shall take effect after approval of the Reverse Split by the shareholders of the Corporation and upon the filing of Articles of Amendment of the Articles of Incorporation of the Corporation with the Department of State of the state of Florida.

D. Article XI is hereby amended to read as follows:

(a) A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders; (b) Anything to the contrary in Section (a) of Article XI notwithstanding, shareholders may take action without a meeting, if a consent in writing setting forth such action is signed by the shareholders owning a majority of "RESOLVED, that the Articles of Incorporation be amended to reflect a 1 for 100 reverse stock split (the "Reverse Split") so that the 10,690,000 shares of Common Stock,

\$.0001 par value, presently outstanding shall be reduced to 106,900 shares of Common Stock, \$.0001 par value and such additional fraction of a share of Common Stock as may be necessary to increase a fractional share to a full share and such reduction in outstanding of shares of common Stock of the Corporation shall take effect after approval of the Reverse Split by the shareholders of the Corporation and upon the filing of Articles of Amendment of the Corporation with the Department of State of the state of Florida*;

In witness whereof, the Corporation has caused this certificate to be signed by Mori Aaron Schweitzer, its President and Paul P. Altneu, its Secretary this 24th day of February 1998. ADOPTED by unanimous consent of all shareholders entitled to vote, on the 23rd day of February, 1998.



Mori Aaron Schweitzer
President



Paul P. Altneu
Secretary