

P96000103111

FILED
98 MAR -5 PM 12:12
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

200002447892--6
-03/05/98--01028--018
*****87.50 *****87.50

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

Amend

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

- Walk in Pick up time 3:15 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

RECEIVED
98 MAR -5 AM 11:01
DIVISION OF CORPORATION

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
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent <u>3/5/98</u>
<input type="checkbox"/>	Dissolution/Withdrawal <u>ADK</u>
<input type="checkbox"/>	Merger <u>ADK</u>

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

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign Acknowledgment <u>ADK</u>
<input type="checkbox"/>	Limited Partnership <u>ADK</u>
<input type="checkbox"/>	W.P. Verifier <u>ADK</u>
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark

Examiner's Initials

ARTICLES OF AMENDMENT OF ARTICLES OF INCORPORATION
OF SPORTS GAMING INC.

SPORTS GAMING 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:

Pursuant to Section 607.0702 of the Florida Business Corporation Act, a Special Meeting of the Shareholders of the Corporation, duly called, was held on December 23, 1998 at which a quorum was present. Shareholders owning 7,550,000 shares of Common Stock of the Corporation's 10,690,000 outstanding shares of Common Stock were present, all of which shares were voted in favor of the following resolution which was recommended to the shareholders of the Corporation for adoption:

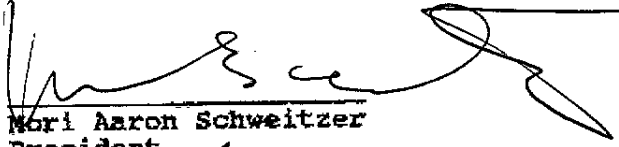
"RESOLVED, that the Articles of Incorporation be amended to reflect a 1 for 100 reverse stock split (the "Reverse Split") so that the 10,690,000 shares of Common Stock, \$.0001 par value, presently outstanding shall be reduced to 106,900 shares of Common Stock, \$.0001 par value and such additional fraction 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."

Therefore, Article III of the Articles of Amendment of the Articles of Incorporation of the Corporation are hereby amended to read as follows:


(a) The total number of shares of Common Stock which the Corporation shall have authority to issue is Fifty 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.

98 MAR -5 PM 12:12
FILED
SECRETARY OF STATE
TALLAHASSEE, 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 2nd day of March 1998.



Mori Aaron Schweitzer
President



Paul P. Altneu
Secretary