

P97000084502

NAUMANN & LEVINE, LLP  
Attorneys at Law

WILLIAM H. NAUMANN  
SCOTT D. LEVINE

CHRISTOPHER H. HAGEN

First National Bank Building  
401 West "A" Street, Suite 1850  
San Diego, California 92101  
Telephone 619-687-0100  
Facsimile 619-687-0101  
E-Mail: nllaw@adnc.com

March 18, 1999

FILED  
99 MAR 29 AM 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

400002822394--5  
-03/29/99-01132-009  
\*\*\*\*\*61.25 \*\*\*\*\*61.25

Re: Articles of Amendment to Articles of Incorporation  
Sports Group International, Inc.

Dear Department of State:

Enclosed please find the Articles of Amendment to Articles of Incorporation for Sports Group International, Inc. fka Secretarial Services of Orlando, Inc. Also, enclosed is a check in the amount of \$61.25 made payable to the Florida Department of State to cover the filing fee; two certified copies of the Articles of Amendment; and one Certificate of Status.

Please forward the two certified copies of the Articles of Amendment and Certificate of Status for Sports Group International to my office at the above address. If you have any questions or require any further information, please do not hesitate to contact me directly.

Very truly yours,  
NAUMANN & LEVINE, LLP

*Scott Levine*  
Scott D. Levine

SDL:sl

Enclosures

\\FSNL1\SYSTEM\CASES\SURFCITY\Sports Group Merger\Corr\Florida01.doc

*Amend*

VS APR 6 1999

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
SPORTS GROUP INTERNATIONAL, INC.**

**FILED  
99 MAR 29 AM 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

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

**FIRST:** Amendment(s) adopted:

**Fourth Article**

The Capital Stock of this Corporation shall consist of 100,000,000 shares of common stock, \$.001 par value and 575,000 shares of Series A Convertible Preferred Stock with a par value of ten dollars (\$10.00) per share.

**Fifth Article**

The number of directors of the corporation shall be fixed by the bylaws, or if the bylaws fail to fix such a number, then by resolution adopted from time to time by the board of directors, provided that the number of directors shall not be less than one.

**SECOND:** None.

**THIRD:** The date of each amendment's adoption: March 15, 1999.

**FOURTH:** Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this \_\_\_\_ day of March, 1999.

Signature: \_\_\_\_\_

Kevin A. Blackwell, President and  
Chairman of the Board