

FILED/EFFECTIVE

AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
SPORTING LIVES, INC.

IDaho SECRETARY OF STATE  
OCT 18/2001 05:00  
CK: 7553 CT: 124886 BH: 425845  
1 @ 38.00 = 38.00 AMEND PROF # 2

This Amendment to the Articles of Incorporation of Sporting Lives, Inc. is adopted pursuant to §30-1-1006 of the Idaho Business Corporation Act. OCT 18 3 50 PM '01

1. ARTICLE V is amended to delete "... be expanded by the Board of Directors, and to insert "...allow an increase or decrease of the number of directors as provided by the By-Laws of the Corporation,..."

2. ARTICLE VI is amended to read in its entirety as follows:

"The aggregate number of shares which this corporation shall have authority to issue shall be Twenty Million. The shares of common stock are without par value"

3. ARTICLE X is added to the Articles and is to read in its entirety as follows:

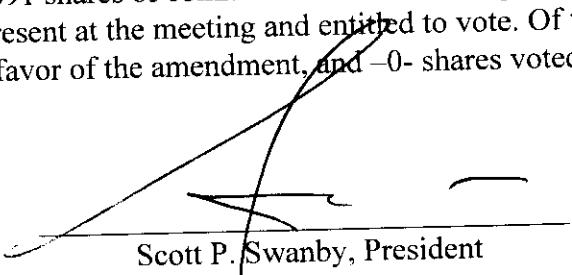
"Liability to Directors: to the utmost extent permitted by the Idaho Business Corporation Act as it exists or may from time to time be hereafter amended, a director of this corporation shall not be liable to the corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except this provision shall not eliminate or limit the liability of a director:

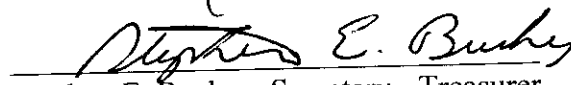
- a. For any breach of the director's duty of loyalty to the corporation or its stockholders;
- b. For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- c. Provided for under section 30-1-48, Idaho Code;
- d. For any transaction from which the director derived an improper personal benefit."

4. The amendments were adopted by the Board of Directors and recommended for approval by the shareholders on March 21, 1997, and were approved by the shareholders on April 8, 1997.

5. On the date of adoption there were 2,727,091 shares of common stock outstanding, each share with one vote, and 1,827,270 shares were present at the meeting and entitled to vote. Of the shares entitled to vote, 1,827,270 shares voted in favor of the amendment, and -0- shares voted against the amendment. .

Dated this 16<sup>th</sup> day of October, 2001.

  
Scott P. Swanby, President

  
Stephen E. Buckey, Secretary - Treasurer

C 84224