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Division of Corporations

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LP/LLLP AMENDMENT/RESTATEMENT/CORRECTION

MIAMI DOLPHINS, LTD.

Certificate of Status	0
Certified Copy	1
Page Count	05
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J. BRYAN

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**AMENDED AND RESTATED
CERTIFICATE OF LIMITED PARTNERSHIP
OF
MIAMI DOLPHINS, LTD.**

The undersigned, General Partner of Miami Dolphins, Ltd. (the "Partnership"), a Florida limited partnership, is hereby amending and restating the Certificate of Limited Partnership pursuant to Section 620.1202 of the Florida Revised Uniform Limited Partnership Act (2005) (the "Act"). The date of filing of the original Certificate of Limited Partnership is December 15, 1965.

The Amended and Restated Certificate of Limited Partnership of the Partnership is hereby amended and restated to read as follows:

FIRST: The name of the Partnership is: Miami Dolphins, Ltd.

SECOND: The name and address of the agent for service of process of the Partnership are:

CorpDirect Agents, Inc.
515 East Park Avenue
Tallahassee, Florida 32301

THIRD: The name and business address of the sole general partner of Partnership are as follows:

South Florida Football Corporation
450 East Las Olas Boulevard, Suite 1500
Fort Lauderdale, Florida 33301

FOURTH: The office and mailing address of the Partnership are as follows:

450 East Las Olas Boulevard, Suite 1500
Fort Lauderdale, Florida 33301

FIFTH: NFL Legend:

**NATIONAL FOOTBALL LEAGUE POLICY HAS
LIMITATIONS ON THE NUMBER AND TYPE OF PERSONS
WHO MAY HAVE ULTIMATE DIRECT, INDIRECT,
BENEFICIAL, CONTINGENT OR OTHER INTERESTS IN
THE MIAMI DOLPHINS FRANCHISE (THE "FRANCHISE")
AND PROHIBITS ANY DIRECT OR INDIRECT SALE,**

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TRANSFER, ASSIGNMENT, PLEDGE, HYPOTHECATION, ENCUMBRANCE OR OTHER DISPOSITION OF, OR WITH RESPECT TO, THE FRANCHISE OR ANY DIRECT OR INDIRECT INTEREST THEREIN WITHOUT THE PRIOR CONSENT OF THE NATIONAL FOOTBALL LEAGUE, UNLESS SPECIFICALLY EXEMPTED FROM SUCH CONSENT PURSUANT TO THE CONSTITUTION AND BYLAWS OF THE NATIONAL FOOTBALL LEAGUE. PLEASE CONTACT THE NATIONAL FOOTBALL LEAGUE, LEAGUE COUNSEL, 280 PARK AVENUE, NEW YORK, NEW YORK 10017 TO DETERMINE THE APPLICABLE REQUIREMENTS.

SIXTH: Precedence of League Policies:

NOTWITHSTANDING ANY AGREEMENT TO THE CONTRARY, THIS AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP AND ANY AND ALL OTHER ARRANGEMENTS BETWEEN OR AMONG THE PARTIES HERETO OR ANY ENTITY THAT HAS ANY INTEREST, DIRECT OR INDIRECT, IN ANY PARTY HERETO WHICH RELATES TO THE OWNERSHIP OR OPERATION OF THE MIAMI DOLPHINS FRANCHISE (THE "FRANCHISE") AS A MEMBER CLUB OF THE NATIONAL FOOTBALL LEAGUE, ARE SUBJECT TO THE CONSTITUTION AND BYLAWS OF THE NATIONAL FOOTBALL LEAGUE, THE ARTICLES OF ASSOCIATION AND BYLAWS OF THE NFL MANAGEMENT COUNCIL, AND CERTAIN DECISIONS, RULINGS, RESOLUTIONS, ACTIONS AND OTHER MATTERS. THIS SECTION AND ANY OTHER PROVISION HEREOF AFFECTING THE RIGHTS OF THE NATIONAL FOOTBALL LEAGUE MAY NOT BE AMENDED, WAIVED OR OTHERWISE ADVERSELY AFFECTED WITHOUT THE PRIOR WRITTEN CONSENT OF THE NATIONAL FOOTBALL LEAGUE, IN ITS SOLE DISCRETION, WHICH SUCH LEAGUE IS A THIRD-PARTY BENEFICIARY OF THE COVENANT AND AGREEMENT REFLECTED IN THIS SECTION. THE PARTIES HERETO WILL PROVIDE COPIES OF ANY PROPOSED AMENDMENTS HERETO TO THE NATIONAL FOOTBALL LEAGUE, 280 PARK AVENUE, NEW YORK, N.Y. 10017, ATTN: LEAGUE COUNSEL.

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SEVENTH: Resolution of NFL Consent Letter Conflict:

IN THE EVENT OF ANY INCONSISTENCY OR CONFLICT BETWEEN THE TERMS AND PROVISIONS OF THIS AMENDED AND RESTATED CERTIFICATE OF LIMITED PARTNERSHIP AND THOSE CONTAINED IN THAT CERTAIN CONSENT LETTER DATED APRIL 9, 2008, ISSUED BY THE NATIONAL FOOTBALL LEAGUE TO MIAMI DOLPHINS, LTD. AND THE OTHER PARTIES NAMED THEREIN (THE "CONSENT LETTER"), THE TERMS AND PROVISIONS OF THE CONSENT LETTER SHALL CONTROL.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Limited Partnership of Miami Dolphins, Ltd. has been duly executed and filed in accordance with Section 620.1202 of the Act by the undersigned duly authorized General Partner this 7th day of April, 2008.

SOUTH FLORIDA FOOTBALL CORPORATION
Its General Partner

By: H. Wayne Huizenga
Name: H. Wayne Huizenga
Title: Chairman

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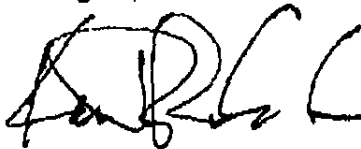
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800-388-2123

**ACCEPTANCE OF REGISTERED AGENT DESIGNATION FOR:
MIAMI DOLPHINS, LTD.**

Having been named as registered agent and to accept service of process for the aforementioned entity at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CorpDirect Agents, Inc.

By: 

Its Agent: Kevin R. Roberts

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