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LOIS J. VERMILLION

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Indian Rocks Beach, FL 33785*

*Voice: 727-517-0362
FAX: 727-517-7313
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November 8, 2002

BY FEDERAL EXPRESS

Amendment Section
Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles of Amendment
Florida Spirit50, Inc.
(non-profit)

Ladies/Gentlemen:

Enclosed please find Articles of Amendment for Florida Spirit50, Inc., which we request be filed at the earliest opportunity.

I am also enclosing a check for \$43.75 to cover the \$35 filing fee and \$8.75 for a certified copy of the filed Articles of Amendment.

Thank you for your attention. Please feel free to call if you have any questions or if anything is not in order.

Sincerely,

A handwritten signature in black ink, appearing to read "Lois J. Vermillion", written in a cursive style.

Lois J. Vermillion

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
FLORIDA SPIRIT50, INC.

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: Amendments adopted:

Article Three. Article III of the Articles of Incorporation is amended in its entirety by striking all of the text of Article III and by inserting the following text:

The corporation shall be organized and operated exclusively for charitable and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"), and § 617.0301 of the Florida Statutes. The Corporation is formed as a qualified amateur sports organization. The purposes for which the Corporation is formed, and for which it shall be organized and operated, are 1) exclusively to foster national and/or international sports competition in senior women's softball, and 2) primarily to conduct national or international competition in sports, and in particular senior women's softball, and to support and develop amateur athletes for that competition.

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest or reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable or educational purposes.

In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in § 617.0302 of the Florida Statutes as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

Article Seven. The following text is added as new Article VII of the Articles of Incorporation:

In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such entity or entities organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Code as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any director, officer, or any private individual.

No part of the net earnings of the Corporation shall inure to the benefit of, or shall be distributable to any director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article 4 of the Articles of Incorporation, as amended hereby.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by § 501(h) of the Code and in any corresponding laws of the State of Florida), and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of (or in opposition to) any candidate for public office.

During such period, or periods, of time as the Corporation is treated as a "private foundation" pursuant to § 509 of the Code, the directors must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax under § 4942 of the Code, and the Corporation is prohibited from engaging in any act of self-dealing (as defined in § 4941(d) of the Code), from retaining any excess business holdings (as defined in § 4943(c) of the Code), which would subject the Corporation to tax under § 4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under § 4944 of the Code, from retaining any assets which would subject the Corporation to tax under § 4944 of the Code if the directors have acquired such assets, and from making any taxable expenditures (as defined in § 4945(d) of the Code).

Notwithstanding any other provision of the Articles of Incorporation, as amended hereby, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in § 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not

permitted to be carried on by a corporation, contributions to which are deductible under § 170(c)(2) of the Code.

To the fullest extent permitted by the Florida Corporations Not for Profit Statue, as now in effect or as may hereafter be amended, no director, officer or other person who, without compensation other than reimbursement for actual expenses, renders service to or for the Corporation, shall be liable, and no cause of action may be brought, for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such director or officer, or, in the case of other persons, for damages resulting from an act or omission in rendering such services, unless the act or omission involved willful or wanton conduct; provided, however, such relief from liability shall not apply in any instance where such relief is inconsistent with any provision applicable to a corporation described in § 501(c)(3) of the Code.

SECOND: The date of adoption of the foregoing amendments was: October 16, 2002.

THIRD: There are no members or members entitled to vote on the amendments The amendments were adopted by the Board of Directors.

The undersigned corporation has caused these articles to be signed by its duly authorized officers, each of whom affirm, under penalties of perjury, that the facts stated herein are true.

Dated: 10/23, 2002

FLORIDA SPIRIT50, INC.

by: Elizabeth Garnett
Elizabeth Garnett, President

attested by: Hanna Perez
Hanna Perez, Secretary

RESOLUTION OF BOARD OF DIRECTORS

UNANIMOUS WRITTEN CONSENT IN LIEU OF MEETING.

The undersigned constitute all of the remaining members of the Board of Directors of Florida Spirit50, Inc., a Florida not-for-profit corporation (the "corporation"). The undersigned hereby adopt the following resolutions, effective as of the date written below:

RESOLVED, that the corporation shall amend its Articles of Incorporation as set forth in the attached Articles of Amendment; and

RESOLVED, that the corporation shall take such actions as may be necessary or appropriate to obtain exempt status pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended; and

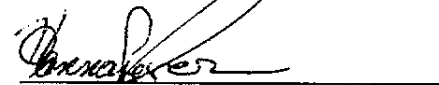
RESOLVED, that the corporation hereby ratifies and confirms the election of Elizabeth Garnett as President and Hanna Perez as Secretary of the corporation; and

RESOLVED, that the President and the Secretary of the corporation are hereby authorized and instructed to take such actions as they, in their judgment, deem in the best interests of the corporation to accomplish the foregoing.

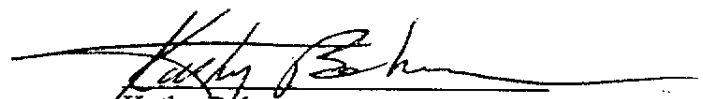
DATE: October 16, 2002

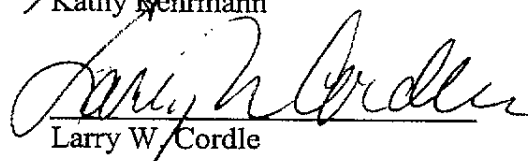
DIRECTORS:


Elizabeth Garnett


Hanna Perez


I. Darlene Newland


Kathy Behrmann


Larry W. Cordle