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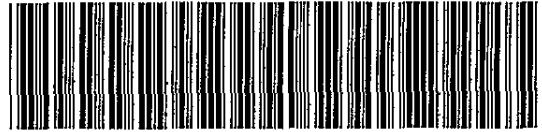
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Special Instructions to Filing Officer:

Rita authorized to
add members were not
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DIVISION OF CORPORATIONS
2003 MAY - 7 PM 1:46

05/07/03--01004--003 **35.00

Amendment
LFS
5-15-2003

ROYAL PALM BEACH YOUTH BASEBALL, INC.

1159 Royal Palm Beach Boulevard
Royal Palm Beach, FL 33411

May 5, 2003

FEDERAL EXPRESS

Division of Corporations
Florida Secretary of State
409 E. Gaines Street
Tallahassee, FL 32314

Re: Royal Palm Beach Youth Baseball, Inc.
Articles of Amendment to Articles of Incorporation

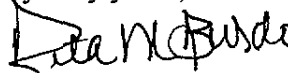
Dear Sir or Madam:

Enclosed for filing please find the following:

1. Articles of Amendment to Articles of Incorporation of Royal Palm Beach Youth Baseball, Inc. (*original and one copy*);
2. A check in the amount of \$35, representing the appropriate filing fees; and
3. A self-addressed stamped envelope in which to return a date-stamped copy of the filed instrument.

Thank you for your assistance in this matter. If you have any questions or comments, please do not hesitate to call the undersigned at 561-833-2410.

Very truly yours,



Rita M. Burdo
Director

enclosures

cc: Mr. Michael Infante (w/enc.)
Mrs. Melissa Mills (w/enc.)
Mrs. Julie Dolan (w/enc.)

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
ROYAL PALM BEACH YOUTH BASEBALL, INC.,
a Florida nonprofit corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2003 MAY -7 PM 1:46

Pursuant to the provisions of section 617.1006, Florida Statutes, ROYAL PALM BEACH YOUTH BASEBALL, INC., a Florida nonprofit corporation (the "Corporation") hereby adopts the following Articles of Amendment to its Articles of Incorporation, which were filed with the Florida Secretary of State on August 11, 2000 (Document #N00000005384).

FIRST: Article 2 of the Articles of Incorporation of the Corporation is hereby deleted in its entirety, and replaced with the following:

"Article 2. Principal Office. The principal place of business and mailing address of the Corporation is 1159 Royal Palm Beach Boulevard, Royal Palm Beach, Florida 33411."

SECOND: Article 3 of the Articles of Incorporation of the Corporation is hereby deleted in its entirety, and replaced with the following:

"Article 3. Purposes. The purposes for which the Corporation is organized are exclusively charitable, religious educational, scientific, literary, testing for public safety, fostering national or international amateur sports competition, and the prevention of cruelty to children or animals, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Code (the "Code"). Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activity not permitted to be carried on by an organization exempt from federal income taxation under section 501(c)(3) of the Code.

Additionally, the general purpose and objective of the Corporation is the education of the youth of Palm Beach County in the ideals of sportsmanship and fair play; to so educate them that they will be better able to conduct themselves in future years in a manner becoming good

citizens of the United States of America and the State of Florida. It will seek to implant in the youth of the community the ideals of good sportsmanship, honesty, loyalty, courage and reverence so they may be finer, stronger and happier youths who will grow up to be good, clean and healthy adults. This shall be accomplished through the medium of a supervised, competitive baseball program.”

THIRD: Article 4 of the Articles of Incorporation of the Corporation is hereby deleted in its entirety.

FOURTH: Article 5 of the Articles of Incorporation of the Corporation is hereby deleted in its entirety, and replaced with the following:

“Article 5. Registered Agent/Office. The Registered Agent of the Corporation is MICHAEL INFANTE and the Registered Office is 1159 Royal Palm Beach Boulevard, Royal Palm Beach, Florida 33411.”

FIFTH: Article 6 of the Articles of Incorporation of the Corporation is hereby deleted in its entirety, and replaced with the following:

“Article 6. Board of Directors. The Directors of the Corporation shall be appointed and the term he or she shall serve shall be as provided in the Bylaws of the Corporation. The Board of Directors shall have the powers ascribed to it as provided in the Bylaws of the Corporation. The Directors of the Corporation are:

MICHAEL INFANTE
MELISSA MILLS
RITA M. BURDO”

SIXTH: Article 7 of the Articles of Incorporation of the Corporation is hereby deleted in its entirety, and replaced with the following:

“Article 7. Officers. The Officers of the Corporation shall be elected and the term he or she shall serve shall be as provided in the Bylaws of the Corporation. The Officers of the Corporation shall have the powers ascribed to them as provided in the Bylaws of the Corporation. The Officers of the Corporation are:

MICHAEL INFANTE	--	President
DAN SEITLER	--	Vice President
JULIE DOLAN	--	Secretary
MELISSA MILLS	--	Treasurer"

SEVENTH: Article 9 is hereby deleted in its entirety.

EIGHTH: Article 10 is hereby deleted in its entirety.

NINTH: Article 11 is hereby added, as follows:

"Article 11. Distribution and Compensation. No part of the net earnings, gain or assets of the Corporation shall inure to the benefit of or be distributable to the directors or officers of the Corporation, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof. The Corporation shall, to the extent applicable, comply with section 508 of the Code insofar as such section

(i) prohibits the Corporations, its directors or members from engaging in any act of self-dealing which is subject to tax under section 4941 of the Code;

(ii) requires the Corporation to distribute such amounts for each taxable year allocated at such time and in such manner as not to subject the Corporation to tax on undistributed income under section 4942 of the Code;

(iii) prohibits the Corporation from retaining any excess business holdings which are subject to tax under section 4943 of the Code;

(iv) prohibits the Corporation from making any taxable expenditures which are subject to tax under section 4945 of the Code.

No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office (including the publishing or distribution of statements).

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes set forth in Article 3 hereof.”

TENTH: Article 12 is hereby added, as follows:

“Article 12. Winding Up and Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes set forth in Article 3 hereof (including distributing them to such organizations organized and operated exclusively for the purposes set forth in Article 3 hereof as shall, at this time, qualify as an organization or organizations exempt from federal income taxation under section 501(c)(3) of the Code.)”

ELEVENTH: Article 13 is hereby added, as follows:

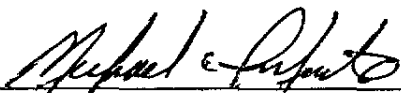
“Article 13. Members. The qualification for members and the manner of their admission shall be regulated by the Bylaws of the Corporation.”

TWELFTH: Article 14 is hereby added, as follows:

“Article 14. Bylaws. Subject to the limitations contained in the Bylaws, and any limitation set forth in the Florida Not for Profit Corporation Act, concerning corporate action that must be authorized or approved by the Members of the Corporation, Bylaws of this Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors or by the procedure set forth therefore in the Bylaws.”

These Articles of Amendments were adopted by the Board of Directors of the Corporation on as of January 1, 2003, and the number of votes cast was sufficient for approval. Members were not required to vote on the amendment.

DATED: As of January 1, 2003.



MICHAEL INFANTE, President