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BASIC AMENDMENT

TRIANGLE2 PARTNERS, INC.

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Amendment

10/30/03

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From: Tommy D. Permenter, Jr.

Date: October 30, 2003

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Comments/Special Instructions

As discussed with you yesterday, attached is your letter dated October 28, 2003, along with the Written Action of the Special Meeting of the Board of Directors of Triangle2 Partners, Inc. Please also note that Robert B. Gilberston, Jr. is also the President/CEO of Triangle2 Partners, Inc.

If you have any questions or require any additional information, please do not hesitate to contact us.

The information contained in this transmission may be a confidential attorney-client communication or may otherwise be privileged and confidential, intended only for the use of the individual or entity named above. If the reader of this transmittal is not the intended recipient or the employee or agent responsible to deliver it to the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please immediately notify us by telephone and return the original transmittal to us by mail. Thank you.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 28, 2003

TRIANGLE2 PARTNERS, INC.
110 E OAK AVE
TAMPA, FL 33602

SUBJECT: TRIANGLE2 PARTNERS, INC.
REF: N02000009951

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Document Specialist

FAX Aud. #: H03000305441
Letter Number: 603A00058671

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TRIANGLE2 PARTNERS, INC.
(A Florida Not For Profit Corporation)**

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Pursuant to the provisions of section 617.1006, Florida Statutes, **TRIANGLE2 PARTNERS, INC.**, a Florida not for profit corporation (Document Number of Corporation N02000009951), adopts the following articles of amendment to its articles of incorporation.

FIRST: Paragraph (a.) of Article III is hereby deleted in its entirety and the following is substituted in lieu thereof:

"a. To provide support exclusively to YMCA of the USA and/or its subsidiaries (local YMCAs), all of which are tax exempt under IRC section 501(c)(3)."


SECOND: The amendment was adopted October 22, 2003.

THIRD: As amended, the Articles of Incorporation are hereby ratified.

FOURTH: The amendment was adopted by the sole member of the Corporation.

Sole Member:

Tampa Metropolitan Area YMCA, Inc.

By: 
Robert B. Gilbertson, Jr.

Its: President/CEO

**WRITTEN ACTION OF THE SPECIAL MEETING
OF THE
BOARD OF DIRECTORS
OF
TRIANGLE2 PARTNERS, INC.**

The undersigned, being all of the members of the Board of Directors of Triangle2 Partners, Inc. (the "Company"), do hereby consent to the adoption of the following resolutions:

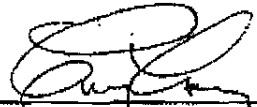
RESOLVED, that the Articles of Amendment to the Articles of Incorporation of the Company, attached hereto as Exhibit A, are hereby approved by the Board of the Directors and shall be submitted to the Sole Member for approval and adoption.

RESOLVED FURTHER, that the Company's amended response to Lines 1, 2, 3, 4, 5, and 7 of Part II, Activities and Operational Information, of IRS Form 1023 ("Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code"), attached hereto as Exhibit B, which complies with the Internal Revenue Service's request to state that the Company's services will be provided "exclusively", as opposed to "primarily", to YMCAs, is hereby approved and adopted.

RESOLVED FURTHER, that the Amended and Restated Bylaws of the Company, attached hereto as Exhibit C, which comply with the Internal Revenue Service's request to have the Bylaws reflect that the Sole Member of the Company has complete control over the Board of Directors, are hereby adopted as the Bylaws of the Company effective as of this date and Caroline (Bet) Snyder is duly elected as the Secretary of this Special Meeting and authorized to sign the Amended and Restated Bylaws in such capacity.

There being no further business to come before the meeting, the same was adjourned.

DATED this 22nd day of October, 2003.



Guy King, Director



Steve Raney, Director



Caroline (Bet) Snyder, Director