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PALM BEACH HOCKEY ORGANIZATION, INC C/O Airtime Technologies, Inc. 6415 Lake Worth Road Suite 204 Lake Worth, FL 33463

March 11, 2004

To Whom It May Concern:

Please find attached our request that our Articles of Incorporation be amended. We need the modifications at the request of the Internal Revenue Service. If you have any questions, do not hesitate to call.

Kristen M. Mirrione

Secretary/Treasurer

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of
Palm Beach Hockey Organization, Inc
(present name)
(Document Number of Corporation (If known)
Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.
See attached See attached See attached
SECOND: The date of adoption of the amendment(s) was: THIRD: Adoption of Amendment (CHECK ONE) The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval. There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors. Signature of Chairman, View Chairman, President or other officer Dean S - Keil
Typed or printed name 2/17/04
Title Date

AMENDED ARTICLES OF INCORPORATION OF PALM BEACH HOCKEY ORGANIZATION, INC

The undersigned, desiring to change Article III of the existing recorded Articles of Organization, does hereby adopt the change in Article III.

ARTICLE III - Purpose

Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501 (c) (3) of the Internal Revenue Code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers 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 Section 501 (c) (3) purposes. No substantial 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 (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidates for public office.

Notwithstanding any other provision of these articles, 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 Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code.

Upon the dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

President - Dean S. Keil Date

2-17-04

Date

2-17/04

Secretary & Treasurer - Kristen M. Mirrione