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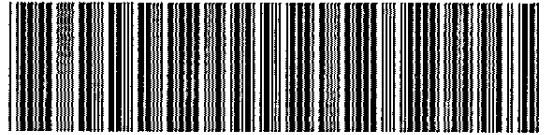
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TALLAHASSEE, FLORIDA

N04-5889

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MIAMI WATER POLO FOUNDATION, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida non-profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST:Amendment(s) adopted: (indicate article number(s) being amended, added or deleted).

The following Article shall be added to the articles of incorporation:

ARTICLE VIII

DIRECTORS

a.) The following directors are resigning from the corporation:

- (i) Anders Hoegh
- (ii) Warren Schwartz

b.) The following are the new directors of the corporation:

- (i) Timothy W. Tornillo – PRESIDENT/DIRECTOR
- (ii) Alfonso Aguirre – VICE-PRESIDENT/DIRECTOR
- (iii) Felix Mercado – SECRETARY/TREASURER/DIRECTOR

SECOND: RESIGNATIONS:

I, Anders Hoegh, hereby resign as President and Director of the corporation.

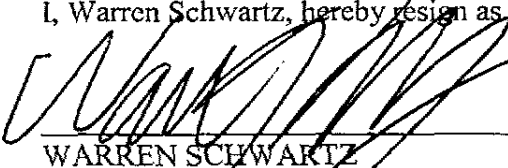


ANDERS HOEGH

10/12/04

DATE

I, Warren Schwartz, hereby resign as Treasurer and Director of the corporation.



WARREN SCHWARTZ

10/12/04

DATE

THIRD: The date of each amendment's adoption: October 12, 2004.

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FOURTH: Adoption of Amendment(s) (CHECK ONE)

 The amendment(s) was/were approved by the members. The number of votes cast for the amendment(s) was/were sufficient for approval.


 The amendment(s) was/were approved by the members through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

“The number of votes cast for the amendment(s) was/were sufficient for approval by _____ (voting group)”

 X The amendment(s) was/were adopted by the board of directors without member action and member action was not required.

 The amendment(s) was/were adopted by the incorporators without member action and member action was not required.

Signed this 15th day of October, 2004.

Signature 
Timothy W. Tornillo, President/Director

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