



THE UNITED STATES
CORPORATION
COMPANY

N95000003731

ACCOUNT NO. : 072100000032

REFERENCE : 348868 7120568

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 30, 1997

ORDER TIME : 9:47 AM

ORDER NO. : 348868-005

CUSTOMER NO: 7120568

CUSTOMER: Gavin Ganzkow, Esq
International Administrative
230 Crown Centre Drive

Longwood, FL 32750

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*****35.00 *****35.00

DOMESTIC AMENDMENT FILING

NAME: ALTAMONTE YOUTH SPORTS,
INCORPORATED

EFFECTIVE DATE:

XXX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

RECEIVED
97 APR 30 PM 1:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

4/30
[Signature]

RECEIVED
97 APR 30 AM 10:44
DIVISION OF CORPORATION

31

AMENDMENT TO ARTICLES OF INCORPORATION
OF
ALTAMONTE YOUTH SPORTS, INCORPORATED

FILED
97 APR 30 PM 1:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Chapter 617, Florida Statutes, the Articles of Incorporation of Altamonte Youth Sports, Incorporated (the "Corporation"), filed with the Florida Secretary of State on August 4, 1995, document number N95000003731, are hereby amended to provide as follows:

1. Paragraph C of Article 3 is hereby amended to provide in full as follows:

"C. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that this 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 this article. No substantial part of the activities of this 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 any candidate for public office. Notwithstanding any other provision of this document, this Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code."

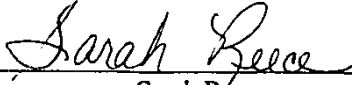
2. Paragraphs E and F are added to Article 3 and state in full as follows:

"E. This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

F. 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. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes."

3. This Amendment was adopted by the votes of members of the Corporation sufficient to provide for its approval pursuant to a written consent dated as of April 29, 1997.

IN WITNESS WHEREOF, the undersigned has executed this Amendment to the Articles of Incorporation of Altamonte Youth Sports, Incorporated this 29th day of April, 1997.



Sarah Reece
President
Altamonte Youth Sports, Incorporated