

N 98000006788

Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Naples Diamondbacks Baseball Club, Inc.
TIN: 59-3540907

200002854762--6
-04/28/99-01050--008
*****43.75 *****43.75

To Whom It May Concern:

Attached please find amendments to the Articles of Incorporation for the above referenced non-profit corporation.

Please send a certified copy back to the corporation. Our check in the amount of \$43.75 is enclosed.

Sincerely,



Douglas J. Deavers
President

Amend
5-4-99
DJS

FILED
99 APR 28 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amendments to Articles of Incorporation
Naples Diamondbacks Baseball Club, Inc.

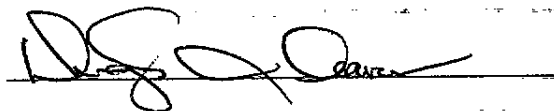
Corporate Name: Naples Diamondbacks Baseball Club, Inc.

Amended Articles: See attached

Date of Adoption: April 26, 1999

The amendments were adopted by the members of the corporation
and the number of votes for the amendments was sufficient for
approval.

Naples Diamondbacks Baseball Club, Inc.



Douglas J. Deavers
President
Signed April 26, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Amendments to Articles of Incorporation
Naples Diamondbacks Baseball Club, Inc.**

Article III - Purpose

The purposes for which the club is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Article VII - Net Earnings

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, officers, or other private persons, except that the organization 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 the purpose set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

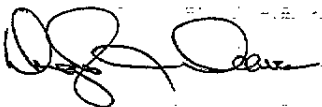
Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Article VIII - Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, 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 so disposed of by the Court of Common Pleas 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.

Article IX

In any taxable year in which the corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code of 1986, the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Code; and the corporation shall not (a) engage any act of self-dealing as defined in Section 4941(d) of the Code; (b) retain any excess business holdings as defined in Section 4943(c) of the Code; (c) make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; or (d) make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.



4-26-99

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA