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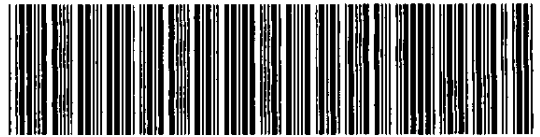
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Amend/CC
@ 1/13/10

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Florida Marlins Community Foundation, Inc.

DOCUMENT NUMBER: _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Paul Walker

Name of Contact Person

Proskauer Rose LLP

Firm/ Company

1585 Broadway, Room 2457

Address

New York, NY 10036

City/ State and Zip Code

pwalker@proskauer.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Paul Walker

Name of Contact Person

at (212)

969-4157

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
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(Additional copy is enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is enclosed)

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF**

FLORIDA MARLINS COMMUNITY FOUNDATION, INC.

(Under the Florida Not For Profit Corporation Act)

FILED
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TALLAHASSEE, FLORIDA
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ARTICLE I

The name of the corporation is FLORIDA MARLINS COMMUNITY FOUNDATION, INC. (the "Corporation").

ARTICLE II

The Articles of Incorporation of the Corporation shall be amended by changing Article VII so that, as amended, such Article shall be and read as follows:

ARTICLE VII

Restrictions

Section 1. The Corporation is not formed for and shall not be conducted nor operated for pecuniary profit or financial gain, and no part of its assets, income or profit shall be distributed to or inure to the benefit of any private individual or individuals, provided that nothing herein shall prevent the Corporation from paying reasonable compensation to any person for services rendered to or for the Corporation in furtherance of one or more of its purposes.

Section 2. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, except to the extent permitted by the Code, whether pursuant to an election under Section 501(h) of the Code or otherwise; and no part of the activities of the Corporation shall be devoted to participating in or intervening in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 3. The Corporation shall not otherwise engage in any act which would prevent any transfer to the Corporation from qualifying for a charitable deduction under Section 170(c), 2055 or 2522 of the Code, as the case may be, or any similar provision of the law of any state.

ARTICLE III

At a meeting of the Board of Directors of the Corporation on August 25, 2009, the Board of Directors duly adopted the above amendment of the Articles of Incorporation of the Corporation. There being no memberships of the Corporation, no votes of the membership of the Corporation were required.

IN WITNESS WHEREOF, FLORIDA MARLINS COMMUNITY FOUNDATION, INC. has caused these Articles of Amendment to be executed by David Samson, its authorized director and officer, on this 29th day of October, 2009.

By: _____

David Samson, Director and President