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SOUTH FLORIDA STADIUM HOLDING CORPORATION

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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
SOUTH FLORIDA STADIUM HOLDING CORPORATION,
a Florida corporation**

Pursuant to the provisions of section 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of SOUTH FLORIDA STADIUM HOLDING CORPORATION, a Florida corporation, filed on February 20, 2008 under Document Number P08000018844 (hereinafter referred to as the "Corporation") are amended as set forth in these Articles of Amendment:

FIRST: Article VII is added to, and the following text is inserted in, the Articles of Incorporation of the Corporation:

**"ARTICLE VII
LEGEND**

NATIONAL FOOTBALL LEAGUE POLICY HAS LIMITATIONS ON THE NUMBER AND TYPE OF PERSONS WHO MAY HAVE ULTIMATE DIRECT, INDIRECT, BENEFICIAL, CONTINGENT OR OTHER INTERESTS IN THE MIAMI DOLPHINS FRANCHISE (THE "FRANCHISE") AND PROHIBITS ANY DIRECT OR INDIRECT SALE, TRANSFER, ASSIGNMENT, PLEDGE, HYPOTHECATION, ENCUMBRANCE OR OTHER DISPOSITION OF, OR WITH RESPECT TO, THE FRANCHISE OR ANY DIRECT OR INDIRECT INTEREST THEREIN WITHOUT THE PRIOR CONSENT OF THE NATIONAL FOOTBALL LEAGUE, UNLESS SPECIFICALLY EXEMPTED FROM SUCH CONSENT PURSUANT TO THE CONSTITUTION AND BYLAWS OF THE NATIONAL FOOTBALL LEAGUE. PLEASE CONTACT THE NATIONAL FOOTBALL LEAGUE, LEAGUE COUNSEL, 280 PARK AVENUE, NEW YORK, NEW YORK 10017 TO DETERMINE THE APPLICABLE REQUIREMENTS."

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SECOND: Article VIII is added to, and the following text is inserted in, the Articles of Incorporation of the Corporation:

**"ARTICLE VIII
PRECEDENCE OF LEAGUE POLICIES**

NOTWITHSTANDING ANY AGREEMENT TO THE CONTRARY, THESE ARTICLES OF INCORPORATION AND ANY AND ALL OTHER ARRANGEMENTS BETWEEN OR

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AMONG THE PARTIES HERETO OR ANY ENTITY THAT HAS ANY INTEREST, DIRECT OR INDIRECT, IN ANY PARTY HERETO WHICH RELATES TO THE OWNERSHIP OR OPERATION OF THE MIAMI DOLPHINS FRANCHISE (THE "FRANCHISE") AS A MEMBER CLUB OF THE NATIONAL FOOTBALL LEAGUE, ARE SUBJECT TO THE CONSTITUTION AND BYLAWS OF THE NATIONAL FOOTBALL LEAGUE, THE ARTICLES OF ASSOCIATION AND BYLAWS OF THE NFL MANAGEMENT COUNCIL, AND CERTAIN DECISIONS, RULINGS, RESOLUTIONS, ACTIONS AND OTHER MATTERS. THIS ARTICLE VII AND ANY OTHER PROVISION HEREOF AFFECTING THE RIGHTS OF THE NATIONAL FOOTBALL LEAGUE MAY NOT BE AMENDED, WAIVED OR OTHERWISE ADVERSELY AFFECTED WITHOUT THE PRIOR WRITTEN CONSENT OF THE NATIONAL FOOTBALL LEAGUE, IN ITS SOLE DISCRETION, WHICH SUCH LEAGUE IS A THIRD-PARTY BENEFICIARY OF THE COVENANT AND AGREEMENT REFLECTED IN THIS ARTICLE. THE PARTIES HERETO WILL PROVIDE COPIES OF ANY PROPOSED AMENDMENTS HERETO TO THE NATIONAL FOOTBALL LEAGUE, 280 PARK AVENUE, NEW YORK, N.Y. 10017, ATTN: LEAGUE COUNSEL."

THIRD: Article IX is added to, and the following text is inserted in, the Articles of Incorporation of the Corporation:

**"ARTICLE IX
CONSENT LETTER CONFLICT**

IN THE EVENT OF ANY INCONSISTENCY OR CONFLICT BETWEEN THE TERMS AND PROVISIONS OF THESE ARTICLES OF INCORPORATION AND THOSE CONTAINED IN THAT CERTAIN CONSENT LETTER DATED APRIL 9, 2008, ISSUED BY THE NATIONAL FOOTBALL LEAGUE TO MIAMI DOLPHINS, LTD. AND THE OTHER PARTIES NAMED THEREIN (THE "CONSENT LETTER"), THE TERMS AND PROVISIONS OF THE CONSENT LETTER SHALL CONTROL."

FOURTH: In accordance with the Florida Business Corporation Act, this Amendment shall be effective upon its filing with the Florida Department of State.

FIFTH: The foregoing amendments to the Articles of Incorporation of the Corporation were approved by the sole Shareholder. The number of votes cast for the amendments by the sole Shareholder was sufficient for approval.

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IN WITNESS WHEREOF, the undersigned duly authorized officer of the Corporation has executed these Articles of Amendment to the Articles of Incorporation on April 7, 2008.

SOUTH FLORIDA STADIUM HOLDING
CORPORATION

By: 

Name: Cris V. Branden

Title: Vice President