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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

MEDIA MAGIC, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$35.00

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Amend
T. Lewis

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Media Magic, Inc.

DOCUMENT NUMBER: P010000001011

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

Please return all correspondence concerning this matter to the following:

R. W. Pearce

(Name of Contact Person)

Media Magic, Inc.

(Firm/ Company)

900 S. US Highway 1, Suite 303

(Address)

Jupiter, FL 33477

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

R. W. Pearce

(Name of Contact Person)

at (561) 491-0870

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(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
409 E. Gaines Street
Tallahassee, FL 32399

The date of each amendment(s) adoption: June 20, 2005

Effective date if applicable: June 20, 2005
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

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

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

Signed this 20th day of June, 2005

Signature

Robert W. Pearce
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Robert W. Pearce

(Typed or printed name of person signing)

Chief Executive Officer

(Title of person signing)

FILING FEE: \$35

Attachment A – Articles of Amendment of Media Magic, Inc.

Article IV of the Articles of Incorporation of the Corporation shall be deleted in its entirety and replaced with the following:

“4.1 Authorized Capital Stock. The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is nine trillion, one hundred twenty five million (9,000,125,000,000), consisting of:

(a) nine trillion, seventy five million (9,000,075,000,000) shares of common stock, no par value (the “Common Stock”), of which:

(i) nine trillion (9,000,000,000,000) shares are designated as Class A Common Stock (the “Class A Common Stock”) and

(ii) seventy five million (75,000,000) shares are designated as Class B Common Stock (the “Class B Common Stock”), and

(b) fifty million (50,000,000) shares of preferred stock, no par value, issuable in one or more series (the “Preferred Stock”).

4.2 Provisions Relating to the Common Stock. The Common Stock shall be subject to the express terms of the Preferred Stock and any class or series thereof. The powers, preferences and rights of the Class A Common Stock and the Class B Common Stock and the qualifications, limitations and restrictions thereof, shall in all respects be identical, except as otherwise required by law or as provided in this Section, as it may be amended from time to time.

(a) Voting Rights. Except as otherwise required by law or as may be provided by the resolutions of the Board authorizing the issuance of any class or series of the Preferred Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock. The holders of shares of Class A Common Stock and Class B Common Stock shall have the following voting rights:

(i) Class A. The holders of Class A Common Stock shall be entitled to one (1) vote for each share of Class A Common Stock held on all matters voted upon by the shareholders of the Corporation and shall vote together with the holders of Class B Common Stock and together with the holders of any other classes or series of stock who are entitled to vote in such manner and not as a separate class; and

(ii) Class B. The holders of Class B Common Stock shall be entitled to one hundred twenty five thousand (125,000) votes for each share of Class B Common Stock held on all matters voted upon by the shareholders of the Corporation and shall vote together with the holders of Class

A Common Stock and together with the holders of any other classes or series of stock who are entitled to vote in such manner and not as a separate class.

4.3 Provisions Relating to the Preferred Stock. Preferred Stock shall be entitled to preference over Common Stock in the distribution of dividends or assets, in such manner and to such extent if any as may be determined, from time to time by the Board of Directors.

(a) Designation and Issuance in Series. The shares of Preferred Stock may be divided into or issued in series. The Board of Directors is expressly vested with and shall have authority to establish from time to time the number of shares to be included in each series and, within the limitations of law and the provisions of these Amended Articles of Incorporation, to fix and determine the designation and the relative powers, preferences and rights of the shares of any series so established, and the qualifications, limitations or restrictions thereof. All shares of a series shall have preferences, limitations and relative rights identical with those of other shares of the same series and, except to the extent otherwise provided in the description of the series, with those of the other series of Preferred Stock.

(b) Increase of Shares in Any Series. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing series by a resolution adding to such series authorized and unissued shares of the Preferred Stock not designated for any other series. The Board of Directors may decrease the number of shares of the Preferred Stock designated for any existing series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.”

2. Section 9.4 of Article IX the Corporation's Articles of Incorporation is hereby deleted in its entirety, and replaced with the following:

“9.4 Required Vote. At any meeting of shareholders at which a quorum is present, unless otherwise provided by these Articles of Incorporation, as amended, or by applicable law:

(a) action on any matter (other than the election of directors) shall be approved if the votes cast in favor of the action exceed the votes cast in opposition to the action; and

(b) directors shall be elected by a plurality of the votes cast by the shares entitled to vote in the election.”

Attachment B – Articles of Amendment of Media Magic, Inc.

On June 20, 2005, the effective date of this Amendment (the "Effective Date"), 3,000,000 shares of Class A Common Stock shall be exchanged for each of the 3,000,000 unregistered, unrestricted shares of common stock of the Company that were outstanding on June 20, 2005.

On the Effective Date, one share of Class B Common Stock shall be exchanged for each of the 30,000,000 unregistered, restricted shares of common stock of the Company that were outstanding on June 20, 2005.