

PO100000001011

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

05 JUL -7 PM 2:59

FILED

BASIC AMENDMENT

MEDIA MAGIC, INC.

Certificate of Status	0
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Page Count	07
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Amend + list

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Media Magic, Inc.

DOCUMENT NUMBER: PO10000001011

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

Please return all correspondence concerning this matter to the following:

Robert W. Pearce
(Name of Contact Person)

Media Magic, Inc.
(Firm/ Company)

900 US Highway 1, Suite 303
(Address)

Jupiter, FL 33477
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Robert W. Pearce at (581) 296 - 3701
(Name of Contact Person) (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

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MEDIA MAGIC, INC.**

FILED
05 JUL -7 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act, Chapter 607 of the Florida Statutes (the "FBCA"), Media Magic, Inc., a Florida corporation (the "Corporation"), hereby certifies that:

FIRST: This Corporation is named Media Magic, Inc. and was originally incorporated in the State of Florida on January 3, 2001 under the name e-Connect Network, Inc., and these Amended and Restated Articles of Incorporation shall amend, restate, and supercede in their entirety any and all prior Articles of Incorporation, as amended, filed with the State of Florida from the date of the Corporation's original incorporation through the date hereof.

SECOND: These Amended and Restated Articles of Incorporation have been approved by the Board of Directors and shareholders of the Corporation in the manner and by the vote required by the FBCA. These Amended and Restated Articles of Incorporation contain amendments that require shareholder approval. The amendments were approved by the shareholders pursuant to a written consent dated June 20, 2005, and the votes cast for the amendment by the shareholders were sufficient for approval.

**ARTICLE I
NAME AND ADDRESS**

1.1 The name of this Corporation is Media Magic, Inc. The mailing address and street address of the Corporation is 900 U.S. Highway 1, Suite 303, Jupiter, Florida 33477.

**ARTICLE II
TERM OF EXISTENCE**

2.1 This Corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

3.1 The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV
CAPITAL STOCK**

4.1 Number and Classes of Shares Authorized; Par Value. The Corporation is authorized to issue the following shares of capital stock:

(a) Common Stock. The aggregate number of shares of common stock (referred to in these Amended and Restated Articles of Incorporation as "Common Stock") which the Corporation shall have authority to issue is 100,000,000 with no par value.

(b) Preferred Stock. The aggregate number of shares of preferred stock (referred to in these Amended and Restated Articles of Incorporation as "Preferred Stock") which the Corporation shall have authority to issue is 50,000,000 with no par value.

4.2 Description of Preferred Stock. The terms, preferences, limitations and relative rights of the Preferred Stock are as follows:

(a) The Board of Directors is expressly authorized at any time and from time to time to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited (including, by way of illustration and not limitation, in excess of one vote per share), or without voting powers, and with such designations, preferences and relative participating, option or other rights, qualifications, limitations or restrictions, as shall be fixed and determined in the resolution or resolutions providing for the issuance thereof adopted by the Board of Directors, and as are not stated and expressed in these Restated Articles of Incorporation or any amendment hereto, including (but without limiting the generality of the foregoing) the following:

(i) The distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased (except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares thereof then outstanding) from time to time by resolution of the Board of Directors;

(ii) The rate and manner of payment of dividends payable on shares of such series, including the dividend rate, date of declaration and payment, whether dividends shall be cumulative, and the conditions upon which and the date from which such dividends shall be cumulative;

(iii) Whether shares of such series shall be redeemed, the time or times when, and the price or prices at which, shares of such series shall be redeemable, the redemption price, the terms and conditions of redemption, and the sinking fund provisions, if any, for the purchase or redemption of such shares;

(iv) The amount payable on shares of such series and the rights of holders of such shares in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation;

(v) The rights, if any, of the holders of shares of such series to convert such shares into, or exchange such shares for, shares of Common Stock, other securities, or shares of any other class or series of Preferred Stock and the terms and conditions of such conversion or exchange;

(vi) The voting rights, if any, and whether full or limited, of the shares of such series, which may include no voting rights, one vote per share, or such higher number of votes per share as may be designated by the Board of Directors; and

(vii) The preemptive or preferential rights, if any, of the holders of shares of such series to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock with the Corporation. (2) Except in respect of the relative rights and preferences that may

be provided by the Board of Directors as hereinbefore provided, all shares of Preferred Stock shall be identical, and each share of a series shall be identical in all respects with the other shares of the same series. When payment of the consideration for which shares of Preferred Stock are to be issued shall have been received by the Corporation, such shares shall be deemed to be fully paid and nonassessable.

4.3 Increase of Shares in Any Series of Preferred Stock. 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.

4.4 Common Stock Voting Rights. Each record holder of Common Stock shall be entitled to one vote for each share held. Holders of Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

4.5 Preemptive Rights – Common Stock. Holders of Common Stock shall not have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

Upon the filing of these Amended and Restated Articles of Incorporation (the "Effective Date"), (a) each 3,000,000 shares of Class A Common Stock then issued and outstanding shall automatically be converted into 1 share of fully paid and nonassessable Common Stock of the Corporation, and (b) each share of Class B Common Stock then issued and outstanding shall automatically be converted into 1 share of fully paid and nonassessable Common Stock of the Corporation. In lieu of any fractional shares to which a holder of Class A Common Stock or Class B Common Stock would otherwise be entitled, the number of shares of Common Stock to which a holder of Class A Common Stock or Class B Common Stock is entitled shall be rounded to the nearest whole number.

ARTICLE V REGISTERED OFFICE AND AGENT

5.1 The address of the registered office of the Corporation is 900 U.S. Highway 1, Suite 303, Jupiter, Florida 33477, and the registered agent at such address is Robert W. Pearce.

ARTICLE VI DIRECTORS

6.1 The number of Directors of the Corporation shall be the number from time to time fixed in accordance with the provisions of the bylaws of the Corporation, but at no time shall the number of Directors be less than one.

**ARTICLE VII
CONTRACTS**

7.1 The provisions of Article XII of the Articles of Incorporation of the Corporation, as originally filed, are hereby continued. Accordingly, no contract or other transaction between the Corporation and any person, firm or corporation shall be affected by the fact that any officer or director of the Corporation is such other party or is, or at some time in the future may become, an officer, director or partner of such other contracting party, or has now or hereafter a direct or indirect interest in such contract.

**ARTICLE VIII
LIABILITY AND INDEMNIFICATION**

8.1 To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for any breach of any duty owed to the Corporation or its shareholders. In addition, the Corporation shall indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

**ARTICLE IX
BYLAWS**

9.1 The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

**ARTICLE X
AMENDMENT**

10.1 These Restated Articles of Incorporation may be amended in the manner from time to time prescribed by law.

**ARTICLE XI
CONTROL SHARE ACQUISITIONS**

11.1 The provisions of Section 607.0902 of the FBCA shall not be applicable to the Corporation or its shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 5th day of July, 2005.

Media Magic, Inc.

By: Robert W. Pearce

Robert W. Pearce, Chief Executive Officer

Having been named as registered agent to accept service of process for the above stated corporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Robert W. Pearce

Robert W. Pearce

Articles of Amendment
to
Articles of Incorporation
of

Media Magic, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

P010000001011

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

N/A

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

The Articles of Incorporation of Media Magic, Inc. are being amended and restated in their entirety (see attachment)

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

N/A

(continued)

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

Effective date if applicable: July 5, 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 5th day of July, 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)

CEO
(Title of person signing)

FILING FEE: \$35