

PD3000071657



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Amend
@ 3/23/04

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04 MAR 23 PM 1:10
TALLAHASSEE, FLORIDA

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MARSHALL D. DAVIS
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904/354-2735
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March 22, 2004

Florida Department of State
Division of Corporations
ATTN: IRENE ALBRITTON
P.O. Box 6327
Tallahassee, FL 32314

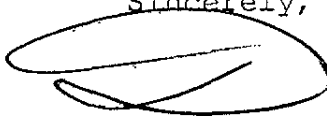
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Subject: NetworkS Media, Inc.
Reference No.: PO3000071657

Dear Ms. Albritton:

I received your letter of March 15, 2004, regarding the Articles of Amendment of NetworkS Media, Inc. Please find enclosed a revised Articles of Amendment for filing. Please file the revised Articles of Amendment and return a copy of the filed Articles. Thank you for your attention to this matter.

Sincerely,



Marshall D. Davis

MDD:tms

enclosure

1903.01

Very truly yours,
Marshall D. Davis
Attorney at Law
233 East Bay Street
620 Blackstone Building
Jacksonville, Florida 32202
Phone: 904/354-2735
Fax: 904/633-9561
E-mail: mddavis@mdlaw.com



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 15, 2004

MARSHALL D. DAVIS, P.A.
233 EAST BAY STREET
620 BLACKSTONE BUILDING
JACKSONVILLE, FL 32202

SUBJECT: NETWORKS MEDIA, INC.
Ref. Number: P03000071657

We have received your document for NETWORKS MEDIA, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Document Specialist

Letter Number: 804A00017107

ARTICLES OF AMENDMENT
OF
NETWORKS MEDIA, INC.

FILED
04 MAR 23 PM 1:10
NOTARY PUBLIC STATE
TALLAHASSEE, FLORIDA

NETWORKS MEDIA, INC. hereby amends its Articles of Incorporation as follows:

1. Article VIII shall be deleted in its entirety.
2. Article IX shall be renumbered Article VIII.
3. Article X "INDEMNITY" shall be renumbered Article IX.
4. This Amendment was adopted on March 22, 2004, by the sole incorporator without shareholder action prior to the issuance of any shares and shareholder action was not required.



MARSHALL D. DAVIS,
SOLE INCORPORATOR

STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared MARSHALL D. DAVIS, who presented proof of his identity with a valid Florida Driver's License and who did not take an oath, known to me and known by me to be the person who executed the foregoing Articles of Amendment, and he acknowledged before me that he executed those Articles of Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 22nd day of March, 2004.



NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES:

TINA SIKORSKI
Notary Public, State of Florida
My comm. exp. Nov. 30, 2007
Comm. No. DD 270578