

Est. 1757

**DRAKEFORD**  
**&**  
**DRAKEFORD**

ACCOUNTANTS  
A PROFESSIONAL ASSOCIATION

P98000008680

Reply to:

PO Box 22023  
Tampa, FL 33622-2023

March 16, 2000

Florida Department of State  
Divisions of Corporation  
PO Box 6327  
Tallahassee, FL 32314

600003176496--6  
-03/20/00--01122--012  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

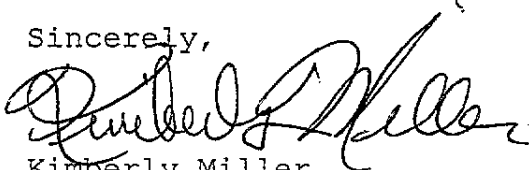
RE: HOLLYWOOD ON AIR, INC.

To Whom it May Concern:

Please find enclosed Articles of Amendment to Articles of Incorporation of Hollywood on Air, Inc. Please note the amendment made to Article IV, Capital Stock.

If you have any questions, please do not hesitate to contact the undersigned at the above address or at (813) 248-3001.

Sincerely,



Kimberly Miller  
Associate

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR 20 AM 10:34

Amend  
MS  
3-28-2000

P.O. Box 22023  
Tampa, FL 33622-2023  
(813) 248-3001  
Fax: (813) 247-4115

P.O. Box 987  
Arlington, MA 22216-0987  
(703) 527-2299  
Fax: (540) 775-7303

P.O. Box 4534  
Lancaster, CA 03530-4534  
(803) 946-4142  
Fax: (803) 946-8403

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 MAR 20 AM 10: 34

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

---

Hollywood on Air, Inc.

(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article IV, Capital Stock, is herewith amended to be as follows:

The aggregate number of shares, which the Corporation has authority to issue is 100,000,000 Common Class A, 100,000,000 Common Class B, and 50,000,000 Preferred with a par value of \$1.00

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption: March 3, 2000

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

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) 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 3rd day of March, ~~19~~ 2000

Signature

  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

John Velasco-Mills

Typed or printed name

President / Director

Title