

P99200073615

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Florida Department of State

Division of Corporations

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BASIC AMENDMENT

1:1 MEDIA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$43.75

AMEND  
KEEP  
1-13  
2

JANUARY 13, 2000

1:1 MEDIA, INC.  
210 S O'BRIEN STREET  
TAMPA, FL 33609

SUBJECT: 1:1 MEDIA, INC.  
REF: P99000073615

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KAREN GIBSON  
CORPORATE SPECIALIST

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Jan.13. 2000 10:51AM BUSH ROSS ET AL

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00 JAN 13 AM 11:01  
BUSH ROSS GARDNER WARREN & RUDY, P.A.  
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DIVISION OF CORPORATIONS  
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TAMPA, FLORIDA 33602  
(813) 224-9255

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PHONE NUMBER: 850-487-6880  
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FROM: NAME: Jennifer Riddle, Legal Assistant  
CLIENT and MATTER CODE: OTOL-1

MESSAGE: *Thank you for your assistance. —*

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**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
1:1 MEDIA, INC.**

\*\*\*\*\*

FILED  
00 JAN 13 AM 11:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1:1 MEDIA, INC., a Florida corporation (the "Corporation"), hereby certifies as follows:

1. The Articles of Incorporation of the Corporation are hereby amended by deleting the present form of Sections 2, 3(a), 4(a) and 5 of the Articles of Amendment to Articles of Incorporation of 1:1 Media, Inc. Determining and Designating the Preferences, Limitations and Relative Rights of Series A Convertible Preferred Stock in their entirety and by substituting, in lieu thereof, the following:

"2. Voting Rights. Each Series A Preferred Stock shareholder is entitled to 7,500 votes per share of Series A Preferred Stock owned of record on all matters to be voted on by shareholders, including the election of directors.

3. Voluntary Conversion.

(a) In General. Subject to the provisions of this Section 3., each holder of record of any share or shares of Series A Preferred Stock shall have the right, at his option, at any time on or after January 1, 2000 to convert each share of Series A Preferred Stock then held by him into 7,500 shares of the Corporation's Common Stock.

4. Mandatory Conversion.

(a) In General. Contemporaneously with the consummation of a (Qualified Public Offering (as defined below), each share of Series A Preferred Stock then outstanding shall be converted into 7,500 shares of the Corporation's Common Stock, subject only to the provisions of Sections 3(c)(2) and 3(d) hereof. Contemporaneously with the consummation of a Qualifying Sale (as defined below), subject only to the provisions of Sections 3(c)(2) and 3(d) hereof, each share of Series A Preferred Stock then outstanding shall be (i) converted into 7,500 shares of the Corporation's Common Stock, and, (ii) if the event triggering such Qualifying Sale is a merger, share exchange, recapitalization, reorganization, or the sale of substantially all the assets of the Corporation, each share of Common Stock shall then be converted into the number of shares of stock or other securities or cash or other property receivable upon such capital reorganization, reclassification of capital stock, consolidation, merger, sale or conveyance, as the case may be, by a holder of the number of shares of Common Stock into which such shares of Series A Preferred Stock shall have then been converted.

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5. Priority in the Event of Liquidation or Dissolution. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or otherwise, after payment or provision for payment of the debts and other liabilities of the Corporation and before any distribution shall be made to the holders of any class of the common stock of the Corporation, each holder of Series A Preferred Stock shall be entitled to receive, out of the net assets of the Corporation, the sum of \$25,000 in cash for each share of Series A Preferred Stock so held plus an amount equal to all dividends, if any, accrued and unpaid on each such share up to the date fixed for distribution. After payment shall have been made in full to the holders of Series A Preferred Stock, or funds necessary for such payment shall have been set aside in trust for the exclusive benefit of such holders, the holders of the Series A Preferred Stock shall be entitled to no further participation in any distribution of the assets of the Corporation."

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2. The foregoing amendments shall become effective as of the close of business on the date these Articles of Amendment are approved by the Florida Department of State and all filing fees then due have been paid, all in accordance with the corporation laws of the State of Florida.

3. The amendments recited in Section 1. above have been duly adopted in accordance with the provisions of §607.0821 and .0602, Florida Statutes, all directors having executed a written statement, dated as of December 1, 1999 adopting the amendments, and the adoption of the amendments not having required shareholder approval.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be prepared under the signature of its Co-Chief Executive Officers this 1 day of December 1999.

1:1 MEDIA, INC.

By: Charles T. O'Neill  
Charles T. O'Neill, Co-Chief  
Executive Officer/Director

By: Steven A. MacDonald  
Steven A. MacDonald, Co-Chief  
Executive Officer/Director

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