

F00000004540

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

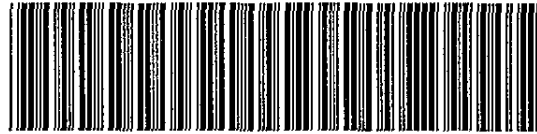
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Office Use Only



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FILED
04 FEB 26 PM 1:43
CLERK OF STATE
TALLAHASSEE, FLORIDA

Dame Chg.
hfm
2/22/04



Tour de las Americas
2801 Ponce de Leon Blvd, Suite ~~400~~ 370,
Coral Gables, Florida 33134
Tel: (786) 552-1050
Fax: (786) 552-1320
Website: www.tourdelasamericas.com

January 23, 2004

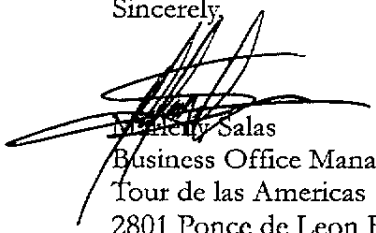
Florida Division of Corporations
Amendment Section
P.O Box 6327
Tallahassee, FL 32314
REF: Tour de las Americas-Change of name

Dear Sir or Madam:

Attached is our application regarding amending the Articles of Incorporation of our company. For your information, attached is also the certified copy from the amendment place in BVI.

Please contact me if you need further information on this matter.

Sincerely,



Jennifer Salas
Business Office Manager
Tour de las Americas
2801 Ponce de Leon Blvd. Suite 370
Coral Gables, FL 33134

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Tour de las Americas
(Name of corporation)

DOCUMENT NUMBER: 389952

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Marleny Salas
(Name of person)

Tour de las Americas / PGAA Media Limited
(Name of firm/company)

2801 Ponce de Leon Blvd Suite 370
(Address)

Coral Gables, FL 33134
(City/state and zip code)

For further information concerning this matter, please call:

Marleny Salas at (786) 552-1050
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

☐ \$35.00 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



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 10, 2004

TOUR DE LAS AMERICAS
2801 PONCE DE LEON BLVD., STE. 370
CORAL GABLES, FL 33134

SUBJECT: TOUR DE LAS AMERICAS LIMITED INC.
Ref. Number: F00000004540

We have received your document for TOUR DE LAS AMERICAS LIMITED INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The above listed corporation is qualified as a Foreign corporation. Therefore in order to complete your filing, you must file pursuant to s. 607.1504, Florida Statutes.

I have enclosed a blank form for your convenience.

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) 245-6027.

Michelle Milligan
Document Specialist

Letter Number: 304A00008937

RECEIVED
04 FEB 26 AM 10:37
DIVISION OF CORPORATIONS

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

IBC No. 389952

(Document number of corporation (if known))

1. TOUR DE LAS AMERICAS LIMITED INC.
(Name of corporation as it appears on the records of the Department of State)

2. Territory of the British Virgin Islands 3. August 10, 2000
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? December 10, 2003

5. PGAA Media Limited Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

X [Signature]
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

X DAVID CICUTIRA
(Typed or printed name of person signing)

X 23/2/2004
(Date)

X EXECUTIVE CHAIRMAN
(Title of person signing)

FILED
04 FEB 26 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INTERNATIONAL BUSINESS COMPANIES ACT
(CAP. 291)

Section 16(2)

Notice of amendment of Memorandum and Articles of Association

To: Registrar of Companies

TOUR DE LAS AMERICAS ENTERPRISES LIMITED

Name of Company

IBC No. 389952

We, OFFSHORE INCORPORATIONS LIMITED, of P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, Registered Agent of the above Company, hereby certify that the document annexed hereto is a true copy of a resolution of the Directors amending the Memorandum and Articles of Association of the above Company.

Dated this 10th day of December, 2003.



OFFSHORE INCORPORATIONS LIMITED
Registered Agent

For official use

FILED

DEC 10 2003

REGISTRY OF CORPORATE AFFAIRS
BY FINANCIAL SERVICES COMMISSION

TOUR DE LAS AMERICAS ENTERPRISES LIMITED

FILED

DEC 10 2003

**CERTIFIED TRUE COPY OF A RESOLUTION
ADOPTED BY THE DIRECTORS
PURSUANT TO THE ARTICLES OF ASSOCIATION OF
THE COMPANY ON THE 24TH NOVEMBER, 2003**

REGISTRY OF CORPORATE AFFAIRS
FINANCIAL INSTITUTIONS COMMISSION

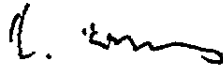
AMENDMENT TO MEMORANDUM & ARTICLES OF ASSOCIATION

RESOLVED THAT the name of the company be changed to "PGAA Media Limited".

FURTHER RESOLVED THAT Clause 1 of the Company's Memorandum of Association be deleted in its entirety and the following be substituted in lieu thereof:-

1. The name of the Company is "PGAA Media Limited".

Dated this 10th day of December, 2003.



OFFSHORE INCORPORATIONS LIMITED
Registered Agent

TERRITORY OF THE BRITISH VIRGIN ISLANDS

THE INTERNATIONAL BUSINESS COMPANIES ACT
(CAP.291)

CERTIFICATE OF INCORPORATION (SECTION 11)

No. 389952

The Registrar of Companies of the British Virgin Islands HEREBY CERTIFIES
pursuant to the International Business Companies Act, (Cap.291) that

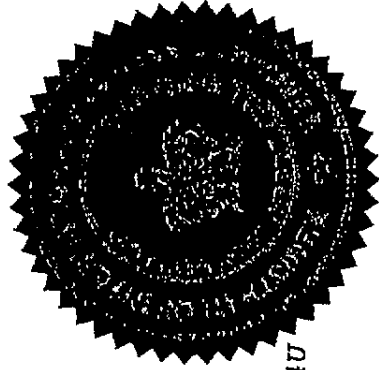
PGAA Media Limited

is incorporated in the British Virgin Islands as an International Business
Company, and that the former name of the said company was

Tour de Las Americas Enterprises Limited

which name has been changed 10th day of December, 2003 to

PGAA Media Limited



CRTI014U

Given under my hand and seal at
Road Town, in the Territory of the
British Virgin Islands
Myron W. Stevens
Asst. REGISTRAR OF COMPANIES