

F99000005851

Division of Corporations

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Florida Department of State
Division of Corporations
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UNIVISION ONLINE, INC.

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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)

F99000005851

(Document number of corporation (if known))

1. Univision Online, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. 11/12/1999

(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? January 8, 2009

5. Univision Interactive Media, 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)

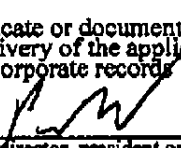
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

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

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



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

Peter H. Lori

(Typed or printed name of person signing)

Vice President

(Title of person signing)

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "UNIVISION ONLINE, INC.", CHANGING ITS NAME FROM "UNIVISION ONLINE, INC." TO "UNIVISION INTERACTIVE MEDIA, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF JANUARY, A.D. 2009, AT 4:27 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3093976 8100

090016861

You may verify this certificate online
at corp.delaware.gov/authvar.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7070492

DATE: 01-08-09

State of Delaware
Secretary of State
Division of Corporations
Delivered 02:27 PM 01/08/2009
FILED 02:27 PM 01/08/2009
SRV 090016861 - 3093976 FILE

**CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF INCORPORATION OF
UNIVISION ONLINE, Inc.,
a Delaware Corporation**

The undersigned, Peter H. Lori, the Vice President of Univision Online, Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on September 15, 1999.

SECOND: The Board of Directors of the Corporation duly adopted, pursuant to Sections 141(f) and 242 of the General Corporation Law of the State of Delaware, resolutions setting forth an amendment to the Certificate of Incorporation of the Corporation (the "Certificate") and declaring said amendment to be advisable. The stockholder of the Corporation duly approved said proposed amendment by written consent in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware.

THIRD: The Certificate is hereby amended by deleting the text of Article FIRST in its entirety and substituting the following therefor:

"The name of the corporation (hereinafter called the "*Corporation*") is Univision Interactive Media, Inc."

FOURTH: Except as modified hereby, the Certificate shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment on this 8th day of January, 2009.

UNIVISION ONLINE, INC.

By: /s/ Peter H. Lori
Peter H. Lori
Vice President