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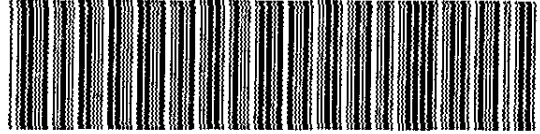
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Amended & Left
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LAW OFFICE
BUDDY J. LEVY, P.A.
2203 NORTH LOIS AVENUE
SUITE 912
TAMPA, FLORIDA 33607

LICENSED IN FLORIDA AND TEXAS

(813) 801-9488
Fax (813) 801-9876
buddy.levy@verizon.net

September 9, 2003

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Amended and Restated Articles of Incorporation of
Vista Publishing Corporation


Sirs:

Please find enclosed for filing one original and one copy of the Amended and restated articles of Incorporation of Vista Publishing Corporation.

Also enclosed is a check in the amount of \$43.75 for the filing fee and the fee for a certified copy. Please forward the certified copy to the undersigned at the letterhead address.

Thank you for your time and attention to this matter.

Sincerely,


Buddy J. Levy

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CLERK OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VISTA PUBLISHING CORPORATION**

The amendments and restatements contained herein were adopted by the Board of Directors and Shareholders of the Corporation at a duly called joint meeting held in Miami, Florida on the 4th day of September, 2003.

ARTICLE ONE

The name of the Corporation is VISTA PUBLISHING CORPORATION.

ARTICLE TWO

The period of duration is perpetual.

ARTICLE THREE

The purpose or purposes for which the Corporation is organized are:

- (a) To engage in the business of publishing in all medias for the Hispanic community.
- (b) To do everything necessary, reasonable, proper, advisable and/or convenient for the accomplishment or furtherance of such purposes.
- (c) To be, or to include, the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR

The aggregate number of shares of common stock which the Corporation shall have the authority to issue is Twenty Thousand (20,000) shares at the par value of \$.01 each.

Holders of shares of said common stock from original issue shall not be entitled to pre-emptive rights to acquire unissued or treasury shares of any class of stock of the Corporation which may at any time be authorized or held, and all unissued and treasury shares may be offered

and sold in accordance with the resolution of the Board of Directors without first offering the same to any of the then existing shareholders.

The shareholders of the Corporation shall be entitled to one (1) vote for each share of stock owned to the election of each individual nominee for director and on all other matters voted on at any stockholders' meeting and shall not be entitled to cumulate such voting rights on the election of directors.

ARTICLE FIVE

The principal office of the corporation is 1201 Brickell Ave., Suite 360, Miami, Florida 33131.

ARTICLE SIX

The post office address of the Corporation's registered office is 2203 N. Lois Ave., Suite 912, Tampa, Florida 33607, and the name of its registered agent at such address is Buddy J. Levy.

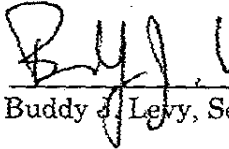
ARTICLE SEVEN

The number of Directors of the Corporation shall be fixed by the Bylaws.

ARTICLE EIGHT

The Board of Directors is expressly authorized to make, alter, or amend the Bylaws and Articles of Incorporation of this Corporation or to adopt new Bylaws.

IN WITNESS WHEREOF, I have hereunto set my hand this the 9th day of September, 2003.


Buddy J. Levy, Secretary and Director

THE STATE OF FLORIDA

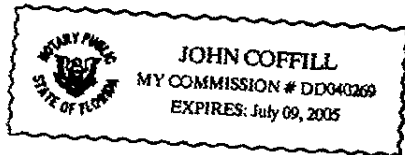
COUNTY OF HILLSBOROUGH

I, a Notary Public in and for said County and State, do hereby certify that on this the 9th day of September, 2003, personally appeared before me Buddy J. Levy, who, being by me first duly sworn, declared that he is the Secretary and a Director of VISTA PUBLISHING CORPORATION, that he signed the foregoing document as Articles of Incorporation of the Corporation, and that the statements therein are true.

SUBSCRIBED AND SWORN TO BEFORE ME, on this the 9th day of September, 2003.



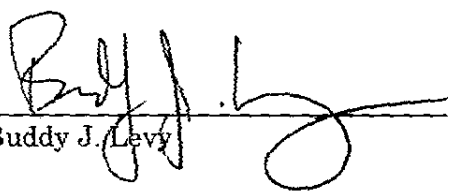
NOTARY PUBLIC STATE OF FLORIDA



I, Buddy J. Levy, certify that having been named the registered agent for VISTA PUBLISHING CORPORATION, hereby accept such status and agree to comply with the applicable laws and statutes.

DATED: _____

9/9/03


Buddy J. Levy