

2030 Main Street

13th Floor

Irvine, CA 92614

714.538.9500

L96000000810
CCN Capital Group, Inc.

April 4, 1997

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

RE: Children's Cable Network of North Florida, L.C.
Registration Number L96000000810

Dear Sirs/Madam:

Enclosed please find a certificate of amendment to the Articles of Organization for Children's Cable Network of North Florida, L.C.. A check is enclosed in the amount of \$113.75 to cover the filing fees.

Please return the Acknowledgement to.

Ellis N. Younger
CCN Capital Group, Inc.
10231 Slater Avenue Suite 103
Fountain Valley, CA 92708

700002137357--9

04/09/97--01024--001

****113.75 ****113.75

If you have any questions regarding this amendment, you can reach me at (800) 222-9511

Sincerely,

Ellis N. Younger

Ellis N. Younger

enclosures

SECRET
FLORIDA
DIVISION OF CORPORATIONS

97 APR -9 PM 2:02

APPROVED
AND
FILED

OK

L96000000810

4-9-97

Amended

Carl Cooper &

Carl Cooper

**CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF**

CHILDREN'S CABLE NETWORK OF NORTH FLORIDA, L.C.

(A Florida Limited Liability Company)
REGISTRATION NUMBER L96000000810

- FIRST:** The date of filing of the Articles of Organization was July 31, 1996
- SECOND:** The following amendments to the articles of organization were adopted by the limited liability company:

ARTICLE II

Address:

The mailing address and street of the principal office of the Limited Liability Company is:

712 South Oregon Avenue
Tampa, FL 33606

ARTICLE IV:

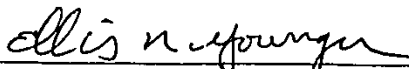
Management:

THE FOLLOWING MANAGER'S ARE REMOVED AS MANAGING MEMBERS OF
CHILDREN'S CABLE NETWORK OF NORTH FLORIDA, L.C.:

1. DEVELOPED CONCEPTS, INC.
2. RALPH R. FERNANDEZ
3. KRISTI R. BRACKENBURY

THE NEW MANAGING MEMBER OF CHILDREN'S CABLE NETWORK OF
NORTH FLORIDA, L.C. SHALL BE:

CCN CAPITAL GROUP, INC.
712 South Oregon Avenue
Tampa, FL 33606



ELLIS NEIL YOUNGER
President,
CCN Capital Group, Inc.
Manager

DATED: April 4, 1997

97 APR -9 PM 3:09
TALLAHASSEE, FL 32301
SECTION 605.01
FILED

APPROVED
FILED