

L96000001349

30 Main Street
13th Floor
Irvine, CA 92614
714.378.9500

CCN Capital Group, Inc.

April 7, 1997

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

RE: Children's Cable Network of St. Petersburg/Clearwater, I.C.
Registration Number L96000001349

Dear Sirs/Madam:

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

Please return the Acknowledgment to.

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

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****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

Amend & N/C

VS APR 15 1997

*FILED
97 APR 11 AM 9:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA*

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

CHILDREN'S CABLE NETWORK OF St. Petersburg/Clearwater L.C.

A Florida Limited Liability Company

FIRST: The date of filing of the articles of organization was December 23, 1996

SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

Article 1: The Limited Liability Company shall conduct business and activities under the name of **CHILDREN'S TELEVISION NETWORK of Tampa Bay, L.C.**

Article 2: The mailing address of the principal office shall be:

CHILDREN'S TELEVISION NETWORK of Tampa Bay, L.C.
712 South Oregon Avenue
Tampa, FL 33606

Article 4: The Managing Member of Children's Television Network of Tampa Bay L.C., shall be:

CHILDREN'S TELEVISION NETWORK, Inc.
712 South Oregon Avenue
Tampa, FL 33606

Dated : April 1, 1997.

Ellis N. Younger President

Signature of member or authorized representative of a member

Ellis N. Younger

President