



ND00000002654

ACCOUNT NO. : 072100000032
REFERENCE : 617557 4322524
AUTHORIZATION : *Patricia Pigato*
COST LIMIT : \$ 43.75

FILED
02 JUN 11 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 11, 2002

ORDER TIME : 10:18 AM

ORDER NO. : 617557-010

CUSTOMER NO: 4322524

CUSTOMER: Ms. Esther Hellwig
Katz Barron Squitero & Faust
7th Floor
2699 South Bayshore Drive
Miami, FL 33133

RECEIVED
02 JUN 11 AM 11:37
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: KEY BISCAIYNE COMMUNITY
TELEVISION, INCORPORATED

800005753649--3

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

*File
2nd*
C. Coulliette JUN 13 2002

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 12, 2002

CSC
ATTN: SARA
TALLAHASSEE, FL

RESUBMIT
Please give original
submission date as file date.

SUBJECT: KEY BISCAYNE COMMUNITY TELEVISION, INCORPORATED
Ref. Number: N00000002654

We have received your document for KEY BISCAYNE COMMUNITY TELEVISION, INCORPORATED and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The above listed entity was administratively dissolved or its certificate of authority was revoked for failure to file the 2001 annual report/uniform business report. The entity must be reinstated before this document can be filed.

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) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 202A00038628

RESUBMIT
Please give original
submission date as file date.

*I had sent this &
the reinstatement over as a
File 1st, File 2nd thing - I
guess they got separated prematurely.
But the reinstatement has now
filed. Sorry for the added
work!*

Fax Audit No:

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION

of

KEY BISCAYNE COMMUNITY
TELEVISION, INCORPORATED
(a Florida Not For Profit Corporation)

FILED
02 JUN 11 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being all of the Directors of KEY BISCAYNE COMMUNITY TELEVISION, INCORPORATED, a Florida not for profit corporation organized under Chapter 617 of the Florida Statutes, whose original Article of Incorporation were filed with the Florida Secretary of State on April 21, 2000, do hereby execute, acknowledge and file the following Articles of Amendment to the Articles of Incorporation.

FIRST: "Article VII Distribution Upon Dissolution" is added to the Articles of Incorporation and shall be and read as follows:

ARTICLE VII
DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue of 1986, as amended, or the corresponding section of any future federal tax code, or to a state or local government, for public

Fax Audit No.

This instrument prepared by:

FRANK T. ADAMS, ESQUIRE

Florida Bar No: 279218

KATZ, BARRON, SQUITERO & FAUST, P.A.

100 N.E. 3rd Avenue, Suite 280

Fort Lauderdale, Florida 33301

Tel: (954) 522-3636

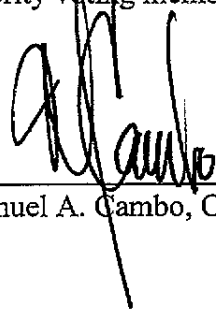
Fax: (954) 522-5119

purposes. Any such assets not disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

SECOND: The date of such amendment was adopted on June 7, 2002.

THIRD: The amendment was adopted by the majority voting members of the Corporation.

Signed this 7 day of June, 2002.



Manuel A. Gambo, Chairman

Fax Audit No.

This instrument prepared by:

FRANK T. ADAMS, ESQUIRE

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Fort Lauderdale, Florida 33301

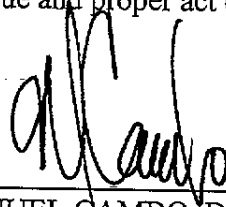
Tel: (954) 522-3636

Fax: (954) 522-5119

CERTIFICATION

Each of the undersigned, as a director of the KEY BISCAVNE COMMUNITY TELEVISION, INCORPORATED, a Florida not for profit corporation, hereby certifies that the foregoing Articles of Amendment was adopted on the 7 day of June, 2002, by the unanimous consent of all members of the Corporation and that the number of such votes cast for the amendment was sufficient for the adoption of the amendment as the true and proper act of the members.

EXECUTED this 7 day of June, 2002.



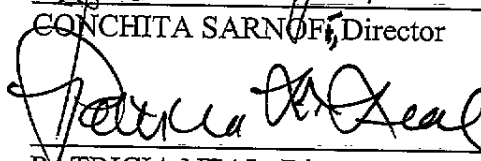
MANUEL CAMBO, Director



ROBERT BALDWIN, Director



CONCHITA SARNOFF, Director



PATRICIA NEAL, Director



JOE KIENE, Director



BILL DURHAM, Director

Fax Audit No.

This instrument prepared by:

FRANK T. ADAMS, ESQUIRE

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