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01 JAN 18 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 969306 4330594

AUTHORIZATION :

Patricia Pigeto

COST LIMIT : \$ 43.75

ORDER DATE : January 18, 2001

ORDER TIME : 2:10 PM

ORDER NO. : 969306-005

CUSTOMER NO: 4330594

CUSTOMER: Marlon Hill, Esq
Adorno & Zeder, P.a.
Suite 1600
2601 South Bayshore Drive
Miami, FL 33133

Amended &
Restated

RECEIVED
01 JAN 18 PM 3:16
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC AMENDMENT FILING

NAME: HAITIAN BROADCASTING NETWORK, INC. 200003554382--4

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis -- EXT# 1165
EXAMINER'S INITIALS:

1/19/01

FILED
01 JAN 18 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HAITIAN BROADCASTING NETWORK, INC.**

1. The name of this corporation is Haitian Broadcasting Network, Inc., a Florida corporation (the "Corporation"), whose principal office address is 671 N.W. 119th Street, North Miami, Florida, 33161.

2. The Articles of Incorporation of Haitian Broadcasting Network, Inc., filed September 15, 2000, are hereby deleted in their entirety and amended and restated to read as follows:

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Haitian Broadcasting Network Inc. Its principal office address and business mailing address is 671 N.W. 119th Street, North Miami, Florida, 33161.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 2,000,000 shares of common stock, having a par value of \$0.01 per share.

**ARTICLE V -
REGISTERED OFFICE AND AGENT**

The street address of the registered office of this Corporation shall be 2601 South Bayshore Drive, Suite 1600, Miami, Florida, 33133, and the registered agent of this Corporation at such office shall be A&Z Registered Agent Corporation, who upon accepting this designation agrees to comply

shall be Dennis J. Olle, Esq., who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - BOARD OF DIRECTORS

The Board of Directors of the Company shall consist of not less than one nor more than seven members, with the precise number to be set, from time to time, by the Board of Directors. The name and address of the sole director constituting the Board of Directors is:

Name

Address

Rudolph Moise

1717 N Bayshore Dr. #3032
Miami, Florida 33132

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the Company at the place designated in the Amended and Restated Articles of Incorporation, Dennis J. Olle, Esq., agrees to act in this capacity and is familiar with, and accepts, the obligations of such position, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated: Sept. 16, 2000

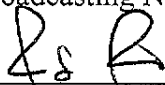
Dennis J. Olle
Dennis J. Olle, Esq.

3. The foregoing Amended and Restated Articles of Incorporation was adopted by the Board of Directors of the Company, before the issuance of any stock, effective as of September 16, 2000, by written consent of the sole director.

4. None of the Corporation's 2,000,000 shares of common stock, par value \$0.01 per share, have been issued as of this date and as of the date of the adoption of the Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has duly executed these Amended and Restated Articles of Incorporation, as of September 16, 2000.


Haitian Broadcasting Network Inc.



Rudolph Moise, Director

STATE OF FLORIDA)
)
COUNTY OF MIAMI- DADE)

The foregoing instrument was acknowledged before me this 16th day of Sept., 2000 by Rudolph Moise, the sole director of Haitian Broadcasting, Inc., a Florida corporation, on behalf of the Corporation. He is personally known to me.



Notary Public, State of Florida
(Print Name)

My Commission Expires: _____ (SEAL)

