

P00000089881

Document Number Only

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

0000003452360-5
-11/06/00-01003-007
*****43.75 *****43.75

CORPORATION(S) NAME

Hollywood Network, Inc.

to:

Hollywood Media Corp.

- | | | |
|--------------------------------------------------------|-------------------------------------------------|---------------------------------------------|
| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

Name
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Document Examiner
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DEPARTMENT OF STATE
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 6, 2000

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: HOLLYWOOD NETWORK, INC.
Ref. Number: P00000089881

We have received your document for HOLLYWOOD NETWORK, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Send us your original amendment and we will file it, photocopies are not acceptable for filing without the original signatures.

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) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 400A00057380

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DIVISION OF CORPORATIONS

* Please backdate to:

November 3rd.

Thanks!

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
HOLLYWOOD NETWORK, INC.

FILED
00 NOV -3 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Florida Business Corporation Act, HOLLYWOOD NETWORK, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), the Articles of which were initially filed with the Department of State of the State of Florida on September 25, 2000, DOES HEREBY adopt the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is HOLLYWOOD NETWORK, INC.
2. Article I of the Corporation's Articles of Incorporation is hereby amended to read as follows:

"Article I – Name

The name of the Corporation is Hollywood Media Corp. (hereinafter called the "Corporation")."

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

4. The Amendment hereby made to the Articles of Incorporation was duly adopted by a unanimous written consent executed by the sole shareholder, and all of the members of the Board of Directors, of the Corporation as of the 3rd day of November, 2000, pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act. The number of votes cast was sufficient for approval of the Articles of Amendment to the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation of HOLLYWOOD NETWORK, INC., this 3rd day of November, 2000.

HOLLYWOOD NETWORK, INC.

By: 
Mitchell Rubenstein, Director

By: 
Laurie S. Silvers, Director

HOLLYWOOD NETWORK, INC.
UNANIMOUS WRITTEN CONSENT
OF
THE SHAREHOLDERS
AND
THE BOARD OF DIRECTORS

The undersigned, being the sole shareholder (the "Sole Shareholder") of **HOLLYWOOD NETWORK, INC.** (the "Corporation"), a corporation organized and existing under the laws of the State of Florida, and all of the members of the Board of Directors of the Corporation (the "Board"), pursuant to the provisions of Sections 607.0704 and 607.0821, respectively, of the Florida Business Corporation Act (the "FBCA"), and in lieu of holding a meeting of such Board and such Sole Shareholder, do hereby agree and consent that when all of the members of the Board and the Sole Shareholder have signed this consent, the resolutions set forth below, and each of them, shall be deemed to have been approved and adopted to the same extent and to have the same force and effect as if approved and adopted at a meeting of the Board and the Shareholders, duly called, convened and held for the purpose of acting upon such resolutions. The following resolutions are hereby approved and adopted:

WHEREAS, the Board believes it to be in the best interests of the Corporation to amend the Articles of Incorporation of the Corporation to change the name of the Corporation to "**HOLLYWOOD MEDIA CORP.**" and pursuant to Section 607.1003 of the FBCA hereby recommends and submits the proposed Articles of Amendment to the Articles of Incorporation (the "Articles of Amendment ") annexed hereto as Exhibit A to the Sole Shareholder for its review and approval by this written consent.

Organizational Actions

NOW, THEREFORE, BE IT RESOLVED, , that the form of corporate seal, an impression of which is imprinted in the margin opposite this resolution, be, and the same hereby is, adopted as the corporate seal of the Corporation; and be it further,

RESOLVED, that the form of certificate fully paid and nonassessable shares of the common stock of the Corporation, par value \$0.01 per share ("Common Stock"), a specimen of which is to be filed in the minute book of the Corporation with this Consent, be, and the same hereby is, approved and adopted; and be it further,

RESOLVED, that the offer of Hollywood.com, Inc., a Florida Corporation ("Hollywood"), to purchase one hundred (100) shares of Common Stock at a purchase price of \$0.01 per share, which is deemed to be fair and adequate consideration for such shares, be, and the same hereby is, accepted, confirmed and ratified; and be it further,

RESOLVED, that the prior receipt of payment from Hollywood for the shares of Common Stock referred to in the immediately preceding paragraph is acknowledged, the proper officers of the Corporation were authorized, empowered and directed to execute, issue and

deliver to Hollywood in the name and on behalf of the Corporation and under its corporate seal, certificates evidencing such shares, and such shares shall then be fully paid stock and not liable to any further call, and an amount equal to the aggregate par value of such shares shall be allocated to stated capital with the balance allocated to surplus; and be it further,

RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized and directed to procure appropriate corporate books and to pay all charges and expenses incident to, necessary for or appropriate for the organization of the Corporation, and also to reimburse any person who has made disbursement therefor; and be it further,

RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized to qualify the Corporation to do business as a foreign corporation in any state or territory of the United States, and copies of the resolutions required by any such state or territory in connection with any such qualifications shall be filed in the minute book with this Consent, and may be certified by the Secretary or any Assistant Secretary of the Corporation as having been adopted by this Consent; and be it further,

RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized to establish a bank account or accounts in the name of the Corporation with such banking institution or institutions as any such officers of the Corporation shall deem advisable for the expeditious handling of the Corporation's funds, and copies of the resolutions required by any bank in connection with the opening of such accounts shall be filed in the minute book with this Consent, and may be certified by the Secretary or any Assistant Secretary of the Corporation as having been adopted by this Consent; and be it further,

RESOLVED, that the fiscal year of the Corporation shall end on December 31 of each year, unless and until changed by a resolution of the Board of Directors; and be it further,

Approval of the Amendment to the Articles of Incorporation:

RESOLVED, that the form, terms and provisions of the Articles of Amendment to the Articles of Incorporation of the Corporation (the "Articles of Amendment"), annexed hereto as Exhibit A, pursuant to which, among other things, the name of the Corporation shall be changed to "**HOLLYWOOD MEDIA CORP.**", be and they hereby are, approved in all respects; and be it further

RESOLVED, that the Board be, and each of them hereby are authorized, empowered and directed, in the name and on behalf of the Corporation and under its corporate seal or otherwise to execute the Articles of Amendment, to file same with the Department of State of the State of Florida and to place a filed stamped copy thereof in the permanent corporate minute and record book of the Corporation; and be it further

RESOLVED, that in addition to and without limiting the foregoing, the Board of the Corporation be, and each of them hereby is, authorized, empowered and directed, for and in the name and on behalf of the Corporation and under its corporate seal or otherwise, to take, or cause to be taken, such further action, and to execute and deliver and file, or cause to be delivered or filed, all such instruments and documents, as in their judgment shall be deemed necessary,

proper or advisable in order to fully carry out the intent and accomplish the purposes of the foregoing resolutions (as conclusively evidenced by the taking of such action or the execution and delivery of such instruments, as the case may be, by or under the direction of the Chief Executive Officer, President, Vice Presidents or the Secretary of the Corporation), and each of them, and to consummate the transactions contemplated herein.

This consent may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Facsimile signatures shall be deemed to have the same effect as originals.

IN WITNESS WHEREOF, the undersigned, constituting the sole shareholder and all of the members of the Board of Directors of the Corporation, have executed this written consent to action as of the 3rd day of November, 2000.

SOLE SHAREHOLDER:

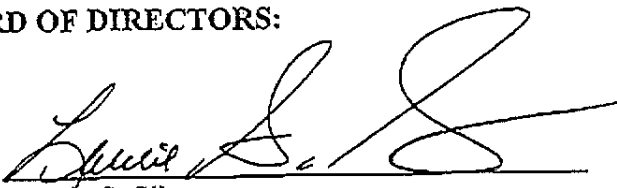
HOLLYWOOD.COM, INC.

By: 

Name:

Title:

BOARD OF DIRECTORS:


Laurie S. Silvers

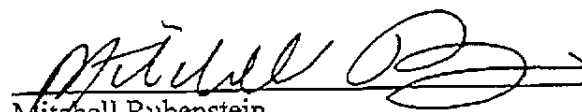

Mitchell Rubenstein

Exhibit A

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
HOLLYWOOD NETWORK, INC.

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"Article I – Name

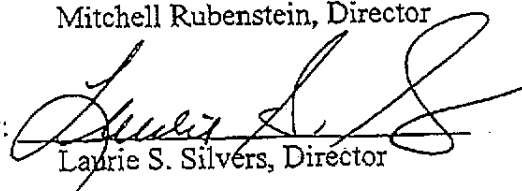
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HOLLYWOOD NETWORK, INC.

By: 
Mitchell Rubenstein, Director

By: 
Laurie S. Silvers, Director