

PO20000027092

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

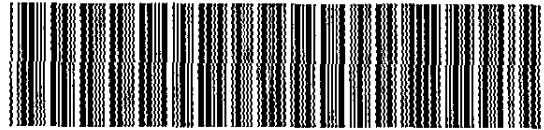
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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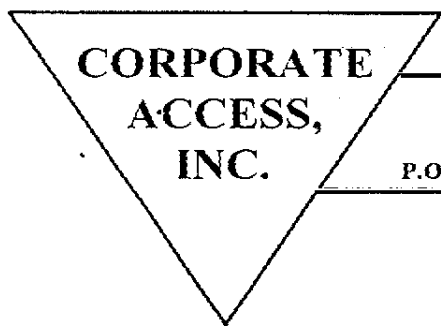
Amend

06/25/03--01002--004 **\$2.50

RECEIVED
03 JUN 25 AM 9:50
FILED
03 JUN 25 PM 12:32
TALLAHASSEE, FLORIDA
STATE
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AJR
6/25/03

52.50



**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP 6-25-03 Kelly

☒ CERTIFIED COPY _____

☒ CUS gs _____

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☒ FILING Amend _____

1.) Freedom Media Group, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS _____

**ARTICLES OF AMEDNMENT
TO
ARTICLES OF INCORPORATION
OF**

**FREEDOM MEDIA GROUP, INC.
P02000027092**

FILED
03 JUN 25 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

ARTICLE IV SHARES

The corporation is authorized to issue two classes of shares to be designated "preferred" and "common," herein referred to as "preferred shares" or "preferred stock" and "common shares" or "common stock," respectively. The total number of common shares authorized is 1,000,000 shares. The total number of preferred shares authorized is 10,000 shares.

Dividends Lump Sum Payment

1. The holders of the preferred shares, in preference to the holders of the common shares, shall be entitled to receive dividends, out of any funds legally available therefore, as and when declared by the Board of Directors but at no time earlier than July 1, 2008, in a lump sum payment with no interest, all of said funds to reduce, on a dollar-for-dollar basis any redemption amount payable.

Liquidation Preferences

2. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the corporation, then, before any distribution or payment shall be made to the holders of the common shares, the holders of the preferred shares shall be entitled to be paid in full the liquidation preferences equal to the amount of certain indebtedness identified to the corporation on or about the date of effectiveness of this amendment of the corporation's articles, with no interest.

Insufficient Assets

3. If, on any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the corporation, the assets of the corporation are insufficient to permit full payment to the preferred shareholders as herein provided, then, the holders of the preferred shares shall share ratably in any distribution of assets in proportion to the full amounts to which they would otherwise be respectively entitled.

Redemption; Conditions of Redemption

4. The preferred shares may be redeemed, in whole or in part, at the option of the corporation, by the vote of its Board of Directors, at any time on or after July 1, 2008, at the redemption price equal to the amount of certain indebtedness identified to the corporation on or about the date of effectiveness of this amendment of the corporation's articles, with no interest.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: N/A

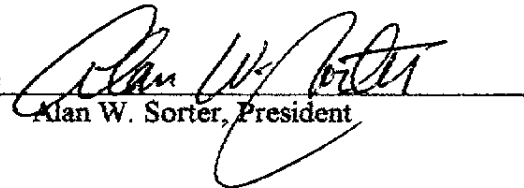
THIRD: The date of each amendment's adoption: June 24, 2003

FOURTH: Adoption of Amendments:

The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 24th day of June, 2003

Signature


Alan W. Sorter, President