

Division of Corporations

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PD2000051424

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**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
BMG LATIN AMERICA, INC.**

[Document Number P02000051424]

BMG LATIN AMERICA, INC., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend its Articles of Incorporation in accordance with the requirements of Section 607.1001 et. seq. of the Florida Business Corporation Act, does hereby adopt the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I
Name

The name of the Corporation is BMG LATIN AMERICA, INC. The Articles of Incorporation of the Corporation were filed with the Florida Secretary of State on May 9, 2002.

ARTICLE II
Amendment

Article IV of the Articles of Incorporation of this Corporation is hereby amended for the purpose of changing the class and number of shares of the Corporation by deleting the existing Article IV in its entirety, and substituting the following therefore to wit:

* * * * *

"ARTICLE III
CAPITAL STOCK

(a) **Authorized Capitalization.**

The total number of shares of capital stock authorized to be issued by this Corporation shall be:

1,000 shares of Class A Voting Common Stock, par value \$.001 per share (the "Class A Common Stock");

200 shares Class B Non-Voting Common Stock, par value \$.001 per share (the "Class B Common Stock").

(b) **Payment for Stock.** All or any part of the consideration for the issuance of the capital stock of this Corporation may be in cash, property or labor or services at a fair valuation to

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Articles of Amendment to
Articles of Incorporation of
BMG Latin America, Inc.

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be fixed by the Board of Directors at a meeting called for that purpose, which consideration, in any event, shall not be less than the par value of the shares issued therefor. All stock when issued shall be fully paid and nonassessable.

(c) **Voting.** The voting power of this Corporation shall be vested solely in the Class A Common Stock, including the right to elect all members of the Board of Directors of the Corporation. Holders of shares of Class A Common Stock shall be entitled to one vote for each share of Class A Common Stock. Shares of Class B Common Stock shall not be entitled to any vote on any matters brought before the shareholders for a vote, except as specifically required by the Florida Business Corporation Act (Chapter 607, *Florida Statutes*) (the "Act"). There shall be no cumulative voting.

(d) **Dividends and Distributions in Liquidation.** Any and all dividends and any distribution of assets in liquidation of the Corporation shall be shared among the holders of shares of outstanding Class A Common Stock and Class B Common Stock on a share for share basis or as otherwise may be required in order for the Corporation to at all times maintain its status and qualification as a subchapter S corporation for federal income tax purposes."

* * * * *

ARTICLE III
DATE OF ADOPTION

The amendment was duly adopted on March 2, 2015.

ARTICLE IV
MANNER OF ADOPTION

The amendment was duly approved by the written consent of the board of directors and shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned officer has executed these Articles of Amendment to the Articles of Incorporation of the Corporation for the uses and purposes therein stated.

[Authorized signature on following page]

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Articles of Amendment to
Articles of Incorporation of
BMG Latin America, Inc.

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DATED this 2nd day of March 2015.

BMG LATIN AMERICA, INC.

By: 
Ronald D. Fernandes, President