

P02000068532

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Amend.

V SHEPARD MAR 13 2003



DLR ACCOUNTING CORP.

State of Florida
Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Fl. 32314

February 28th. , 2003

To whom it may concern:

Enclosed find the articles of amendment for the HISPANOMEDIA GROUP INC., Document # P02000068532 to be filed.

Please return the additional copy enclosed, sealed from your department, for my records. I have included a self-addressed envelope already stamped to expedite the mailing process.

Sincerely,

Julio C. De los Rios
Notary Public- Accountant
6336 Grant Street
Hollywood Florida, 33024

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 MAR -6 PM 3:48

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

HISPANOMEDIA GROUP, INC.
(Present name)

P02000068532
Document Number of Corporation

Persuant 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: Amendments adopted :

ARTICLE I : The name of the corporation is :
HISPANOMEDIA GROUP , INC..

ARTICLE II : The principal place of business address :
10400 NW 33rd Street Suite # 270
Miami, Florida 33172

ARTICLE IV: The number of shares the Corporation is authorized to issue is:
4,000

ARTICLE VI : Board of Directors :
This corporation shall have three (3) Directors.
The number of Directors may be increased or diminished from time to time
In accordance with By-Laws adopted by the stockholders. The name and
Addresses of the Board of Directors are:

Jaime Cohen 10400 NW 33rd Street Miami , Fl. 33172
President

Carmen B. Vera 10400 NW 33rd Street Miami, Fl. 33172
Vice President of Marketing

Wolfgang De Oliveira 10400 NW 33rd Street Miami, Fl. 33172
Vice President of Technology

ARTICLE VI : Registered Agent and Street address :

The name and Florida Street address of the Registered Agent are :

Jaime Cohen
10400 NW 33rd. Street Suite # 270
Miami, Fl. 33172

ARTICLE VII: INCORPORATOR

The name and address of Incorporator to these articles of incorporation are :
Jaime Cohen
10400 NW 33rd. Street Suite # 270
Miami, Fl. 33172

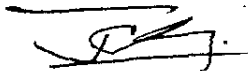
ARTICLE : SHAREHOLDERS

N A M E	ADDRESS	SHARE
Jaime Cohen	10400 NW 33 rd . Street Suite 270 Miami, Fl. 33172	25 %
Carmen B. Vera	10400 NW 33 RD Street Suite 270 Miami, Fl. 33172	25 %
Wolfgang De Oliveira	10400 NW 33 rd Street Suite 270	25 %

SECOND : The date of each amendment's adoption is : February 28th 2003

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

Signed this 28th day of February 2003



Jaime Cohen
President
DL # C500-420-61-406-0