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RECEIVED
02 DEC 31 PM 4: 11
DIVISION OF CORPORATION
FILED
02 DEC 31 PM 4: 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T BROWN JAN - 2 2003



ACCOUNT NO. : 072100000032

REFERENCE : 876643 4726443

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 31, 2002

ORDER TIME : 1:27 PM

ORDER NO. : 876643-005

CUSTOMER NO: 4726443

CUSTOMER: Ms. Joan Fagan Teich
Geltner & Associates
10 E Street, S.e.

Washington, DC 20003

DOMESTIC AMENDMENT FILING

NAME: PRIVATE CABLE HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156 / JKG
EXAMINER'S INITIALS: _____

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

PRIVATE CABLE HOLDINGS, INC.

(present name)

FILED
02 DEC 31 PM 4:30
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: *(indicate article number(s) being amended, added or deleted)*

Article 4 of the Articles of Incorporation is amended as follows:

The total number of shares of capital stock which may be issued by the corporation is fifteen million (15,000,000) shares of common stock, par value \$.001, of which 3000 shares shall be known as Class A common stock and 14,997,000 shall be known as Class B common stock, with the rights, privileges, restrictions and conditions set out herein. Current shareholders shall retain the same number of shares as held prior to this reclassification and shall be entitled to return their share certificates to the corporation to have them re-issued to reflect the new classification. In the event there is any conflict or inconsistency between the provisions of the corporate by-laws and these amended Articles of Incorporation, these provisions shall govern.

The holders of Class A shares are entitled:

1. To one-third of the vote as a class at all meetings of shareholders.
2. To receive one-third (33%) of any distribution of dividends as and when declared by the Board of Directors of the corporation, but only to the extent any such distribution reflects some increase in value ("excess value") above and beyond the net property revenue of the corporation.
3. To receive one-third (33%) of any distribution of profits or assets reflecting excess value in the event of the sale of individual properties or the corporation's sale or dissolution.
4. Distributions of excess value to Class A shareholders pursuant to paragraphs 2 and 3 above are conditional on Class B shareholders receiving two-thirds of net property revenue of the corporation as dividends or other distributions prior to distribution of any excess value to the classes and, in the event of either a sale of individual properties or sale or dissolution of the corporation, this includes priority repayment of capital contribution/outstanding loans to Class B shareholders.

5. Once issued, Class A shares will not be subject to dilution.
6. It shall require unanimous shareholder approval to effect any reclassification or change in the rights, preferences and limitations of Class A shareholders.

The holders of Class B shares are entitled:

1. To two-thirds of the vote as a class at all meetings of shareholders.
2. To a priority right to repayment of all capital contributions/outstanding loans at the sale of individual properties or the sale or dissolution of the corporation, plus two-thirds (67%) of the net property revenue of the corporation, cumulatively, via corporate distribution of dividends or distribution of profits or assets in the event the corporation is sold or dissolved, prior to any shared distribution of excess value with Class A. Once the priority payments have been made, Class B will be entitled to receive two-thirds (67%) of any subsequent distributions of excess value.
3. Class B shall be open to all new investors in the corporation once Class A shares have been issued.

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:

Current shareholders shall have thirty (30) days to return their share certificates to the corporation in order to have them re-issued to reflect the new classifications. These shareholders shall continue to own the same number of shares as they owned at the original issuance of shares by the corporation. The corporation shall promptly issue and mail out reclassified share certificates to each such shareholder.

THIRD: The date of each amendment's adoption: December 18, 2002

FOURTH: Adoption of Amendment(s) (CHECK ONE)

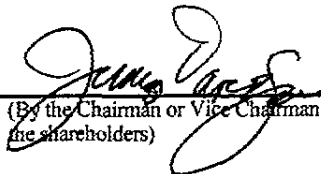
- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 26th day of December, 2002

Signature



(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

James Dale Davidson
(Typed or printed name)

Chairman of the Board of Directors
(Title)