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Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS

**BASIC AMENDMENT**

**MIAMI ENTERTAINMENT TELEVISION, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	045
Estimated Charge	\$43.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*Amendment*  
*08/25/04*

DC

AUG. 25. 2004 10:11AM

CORPORATION SVC CO

NO. 532 P. 2



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

August 24, 2004

MIAMI ENTERTAINMENT TELEVISION, INC.  
2255 GLADES ROAD  
SUITE 324A  
BOCA RATON, FL 33431US

SUBJECT: MIAMI ENTERTAINMENT TELEVISION, INC.  
REF: P04000074856

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Darlene Connell  
Document Specialist

FAX Aud. #: H04000171102  
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AUG. 24. 2004 10:22AM

CORPORATION SVC CO

NO. 441

P. 2/5



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

August 23, 2004

MIAMI ENTERTAINMENT TELEVISION, INC.  
2255 GLADES ROAD  
SUITE 324A  
BOCA RATON, FL 33431US

SUBJECT: MIAMI ENTERTAINMENT TELEVISION, INC.  
REF: P04000074866

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document with this date.

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The date of adoption of each amendment must be included in the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 245-6027.

Michelle Milligan  
Document Specialist

FAX Aud. #: H04000171102  
Letter Number: 304A00051449

**ARTICLES OF AMENDMENT AND RESTATEMENT  
TO ARTICLES OF INCORPORATION OF**

**MIAMI ENTERTAINMENT TELEVISION, INC.**

Pursuant to the provisions of Section 607.1007, Florida Statutes, this Corporation adopts the following Articles of Amendment and Restatement to its Articles of Incorporation:

Article I is retained as:

**Article I NAME**

The name of the corporation is Miami Entertainment Television, Inc.

Article II is amended to be:

**ARTICLE II PURPOSE**

The Corporation is organized for the purpose of transacting any and all business for which a corporation may be formed including under Chapter 607 of the Florida Statutes, as amended from time to time.

ARTICLE III is amended to be:

**Article III PRINCIPAL OFFICE**

The address of the principal office is:

1221 Brickell Ave, 9<sup>th</sup> Floor  
Miami, FL 33131

Article IV is amended to be:

**Article IV CAPITAL STOCK**

To the greatest extent permitted under law, the Board of Directors, without the need for Shareholder approval, shall have the authority to take action or inaction with respect to the securities of the Corporation, including issuance, authorization, suspension or change of any rights or interests, substitution, and cancellation.

The capital stock of the Corporation shall consist of a total of One Hundred Million (100,000,000) shares of Common Stock as follows:

A total of One Hundred Million (100,000,000) shares of Common Stock, par value \$.0001 per share, each share having one vote.

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In addition, the Corporation shall have the right to issue a total of an additional Twenty Million (20,000,000) shares of Preferred Stock, par value \$.0001, as follows:

The Preferred Stock shall be issue able, in the discretion of the Board of Directors, in one or more series, to be designated also in the discretion of the Board of Directors. Further, besides establishing the series, the Board shall, in its discretion, have the right to fix the number of shares in such series, and the preference, rights, and restrictions which apply, including, without limitation, any voting rights, dividend rights, liquidation rights, conversion rights, transfer rights, and redemption rights.

Article V is amended to be:

#### Article V BOARD OF DIRECTORS

The Corporation shall have at least one Director and up to seven Directors, and the Board of Directors shall have, to the fullest extent permitted by law, the authority to set the number of positions on the Board, and to change same from time to time, provided there is at least one Director. The current Directors are:

Erik Masters, Mike Sherman, Drew Zelman, Houston Winn and Leonard Tambasco

Article VI is amended to be:

#### Article VI OFFICERS AND REGISTERED AGENT

The Corporation shall have at least one Officer as President. The Board of Director shall have, to the fullest extent permitted by law, the authority to set the number of Officer positions in the company, and to change same from time to time, provided there is at least one Officer. The current Officers are: Houston Winn President. Leonard Tambasco Secretary. The Company's Registered Agent is Erik Masters at the address of the principal offices.

Article VII is amended to be:

#### Article VII CONTROL SHARES; AFFILIATED TRANSACTIONS

The Corporation elects not to be governed by Florida Statute Section 607.0902, as amended from time to time, relating to control share acquisitions, and the Corporation elects not to be governed by Florida Statute Section 607.0901, as amended from time to time, concerning affiliated transactions.

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Article VIII is amended to be:

#### ARTICLE VIII INDEMNIFICATION

The Corporation shall indemnify officers and Directors of the Corporation and any and all subsidiaries from any and all claims, obligations, liabilities, and attorney fees and costs, resulting or arising from action or inaction while performing their duties, in the discretion of the Board of Directors, to the fullest extent permitted by law.

The following Articles are added to the Articles of Incorporation:

#### ARTICLE VIII BOARD OF DIRECTORS AUTHORITY

In addition to such other authority granted under Florida law, the other Articles of the Articles of Incorporation, and the Bylaws, except to the extent such right is unconditionally vested with the Shareholders or in any case prohibited by law, the Board of Directors shall have the authority to take any action or make any determination, without the need for Shareholder approval, including, without limitation, changing the Articles of Incorporation and Bylaws of the Corporation, and with respect to mergers, acquisitions, the issuance of securities, stock splits, reverse or otherwise, and similar events.

#### ARTICLE X DURATION

The duration of the Corporation is perpetual.

#### APPROVAL:

The above Amendment and Restatement, including changes and additions, were approved by the Shareholders. The number of votes cast for the Amendments was sufficient for approval, in that at least a majority of the shares issued were voted in favor. The Board of Directors also approved this document by a unanimous vote of all Directors. This amendment was adopted on this date of August 17, 2004.

Signed this date: 8-17-04

Signature: [Signature]  
President Houston Winn

I, Erik Masters, hereby accept the duties, under Florida law, of registered agent for the above company as the new registered agent.

[Signature]  
Erik Masters

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