

P04000109019

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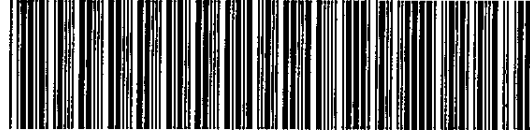
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**TRANSMITTAL LETTER**

**AUGUST 23, 2004**

**DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
AMENDMENT SECTION  
P. O. BOX 6327  
TALLAHASSEE, FL. 32314**

**SUBJECT:       ROUND MEDIA, INC.  
ARTICLES OF AMMENDMENT**

**DOCUMENT NUMBER:   P04000109019**

**ENCLOSED IS AN ORIGINAL AND TWO (2) COPY(IES) OF THE  
*AMMENDMENT TO THE ARTICLES OF INCORPORATION* AND  
ARE SUBMITTED FOR FILING.**

**ENCLOSED IS A CHECK FOR THE FOLLOWING:**

**☐ FILING FEE & CERTIFICATE**

**PLEASE RETURN ALL CORRESPONDENCE CONCERNING THIS  
MATTER TO THE FOLLOWING:**

**UBIETA, INC.  
8201 NORTH WEST 66<sup>TH</sup> STREET  
SUITE 3  
MIAMI, FLORIDA 33166**

**FOR FURTHER INFORMATION CONCERNING THIS MATTER,  
PLEASE CALL: (305) 597-4511 OR FAX: (305) 597-4541**

**NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES**

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF:  
ROUND MEDIA, INC.**

**P04000109019**

PURSUANT TO THE PROVISIONS OF SELECTION 607.1006, FLORIDA STATUTES, THE UNDERSIGNED  
CORPORATION ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

**FIRST:  
AMENDMENT ADOPTED:**

1 -- THE NEW BOARD OF DIRECTORS FOR THIS CORPORATION IS:

**ANDREIA DOS PASSOS**  
PRESIDENT, SECRETARY, DIRECTOR & REGISTERING AGENT

**PRINCIPAL & MAILING ADDRESS:**  
8538 NORTH WEST 66 STREET MIAMI, FL 33166

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**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 FOLLOW:

**THIRD:**

THE DATE OF EACH AMENDMENT'S ADOPTION: **AUGUST 18<sup>TH</sup> 2004**

**FOURTH:**

**ADOPTIONS OF AMENDMENTS:**

  X   THE AMENDMENT(s) WAS/WERE ADOPTED BY THE INCORPORATORS OR BOARD OF DIRECTORS  
WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.

       THE AMENDMENT(s) WAS/WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES  
CAST FOR THE AMENDMENT(s) WAS/WERE SUFFICIENT FOR THE APPROVAL.

       THE AMENDMENT(s) WAS/WERE APPROVED BY THE SHAREHOLDERS THROUGH VOTING  
GROUPS.

(THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING 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)

SIGNED THIS 18<sup>TH</sup> DAY OF AUGUST, 2004

**ROUND MEDIA, INC.**

BY: \_\_\_\_\_

*Andreia dos Passos*

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

Typed or printed name:

**ANDREIA DOS PASSOS**

Title:

**INCORPORATOR \ DIRECTOR**

Articles of Amendment to the Articles of Incorporation of:

**ROUND MEDIA, INC.**

Prepared by: Guillermo Ubieta, Jr.

8201 North West 66<sup>TH</sup> Street Ste 3 Miami, Florida 33166

**CERTIFICATE DESIGNATING THE ADDRESS AND AN  
AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH:**

THAT **ROUND MEDIA, INC.** DESIRING TO ORGANIZE UNDER THE LAWS OF THE  
STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF  
MIAMI-DADE, STATE OF FLORIDA, HAS APPOINTED **ANDREIA DOS PASSOS** AS ITS  
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

**ACKNOWLEDGMENT:**

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF **ROUND MEDIA, INC.**  
TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE  
DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF  
**REGISTERED AGENT** FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE  
APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS 18<sup>TH</sup> DAY OF AUGUST, 2004.

  
\_\_\_\_\_  
**ANDREIA DOS PASSOS**  
Registered Agent

**PRINCIPAL & MAILING ADDRESS:**  
8538 NORTH WEST 66 STREET MIAMI, FL 33166

STATE OF FLORIDA)  
 )  
COUNTY OF DADE )

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE  
AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED **ADAN G. HIDALGO**, FLORIDA,  
KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF  
INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL  
SEAL, IN THE STATE AND COUNTY AFORESAID THIS 18<sup>TH</sup> DAY OF AUGUST, 2004.

  
\_\_\_\_\_  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

My commission expires:



Guillermo Ubieta  
My Commission DD304563  
Expires April 21, 2008

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**ROUND MEDIA, INC.**  
Prepared by: Guillermo Ubieta, Jr.  
8201 North West 66<sup>TH</sup> Street Ste 3 Miami, Florida 33166