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CORPORATION SVC CO

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BASIC AMENDMENT

MIAMI MEDIA PARTNERS, INC.

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Art

08/25/04

AUG. 25. 2004 9:31AM

CORPORATION SVC CO

NO. 526

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 24, 2004

MIAMI MEDIA PARTNERS, INC.
3020 NE 32ND AVENUE
SUITE 1214
FT. LAUDERDALE, FL 33308US

SUBJECT: MIAMI MEDIA PARTNERS, INC.
REF: P04000109539

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

MIAMI MEDIA PARTNERS, 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 Media Partners, 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:

21346 St Andrews Blvd, Suite 194
Boca Raton, FL 33433

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 Ten Million (10,000,000) shares of Common Stock as follows:

A total of Ten Million (10,000,000) shares of Common Stock, per value \$.0001 per share, each share having one vote.

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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 Director is: Todd Moss

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 Officer is: Todd Moss President. The Company's Registered Agent is Todd Moss 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.

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:

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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 Director(s). This amendment was adopted on this date of August 23, 2004.

Signed this date: 8/23/04

Signature: [Handwritten Signature]
President Todd Moss

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