

Division

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AMENDED AND RESTATED ARTICLES OF INCORPORATION**OF****CORPORATE BROADCAST COMPANY, INC.**

These Amended and Restated Articles of Incorporation of Corporate Broadcast Company, Inc. (the "Corporation") were adopted by the joint written consent of the sole Director of the Corporation and all the shareholders of the Corporation on December 24, 2007.

ARTICLE I - NAME

The name of the Corporation is Corporate Broadcast Company, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address and mailing address of the principal office of the Corporation is 1539 Moffett Street, Hollywood, FL 33020.

ARTICLE III - DURATION AND COMMENCEMENT

The Corporation shall exist perpetually. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Division of Corporations of the Florida Department of State.

ARTICLE IV - NATURE OF BUSINESS

This Corporation is organized for the purpose of transacting any and all lawful business or activity permitted under the Florida Business Corporation Act (the "FBCA") and the laws of the United States of America.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares of all classes on capital stock which this Corporation shall have authority to issue is Twenty Five Million (25,000,000) at a par value \$.01 per share.

**ARTICLE VI
REGISTERED AGENT AND OFFICE**

The name of the registered agent of this Corporation is Miami Center Registered Agents, LLC. The street address of the Corporation's registered office is 201 S. Biscayne Blvd., Suite 1700 Miami, FL 33131.

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ARTICLE VII
SHAREHOLDER MEETING

The Corporation shall hold a special meeting of shareholders only:

1. On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
2. If the holders of not less than fifty percent (50%) of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting, sign, date, and deliver to the Corporation's secretary one (1) or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE IX
BOARD OF DIRECTORS

The Corporation shall have no less than one (1), nor more than fifteen (15) Directors. The number of Directors may be altered from time to time in accordance with the Corporation's Bylaws.

ARTICLE X
BYLAWS

The Bylaws of the Corporation may be adopted, amended or rescinded from time to time, in whole or in part, by the Board of Directors and the shareholders.

ARTICLE XI
LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the FBCA, or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article XI shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE XII
INDEMNIFICATION

The Corporation shall indemnify, to the fullest extent permitted by law as now or hereafter in effect, the Incorporator, any officer or director of the Corporation. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification of the officers,

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directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

ARTICLE XIII
AMENDMENT

These Amended and Restated Articles of Incorporation may be amended by resolution adopted by the majority vote of the Board of Directors and the shareholders. All actions, including, but not limited to, amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided in the FBCA, as now amended, or as same may be amended in the future.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Amended and Restated Articles of Incorporation this 24th day of December, 2007.

CORPORATE BROADCAST COMPANY, INC.

By: 

Mary K. Mathis, President

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ACCEPTANCE BY REGISTERED AGENT

WE HEREBY accept the appointment as registered agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relative to the proper and complete performance of our duties, and we are familiar with and accept the obligation of our position as registered agent.

MIAMI CENTER REGISTERED AGENTS, LLC

By: 
Dale S. Bergman, Vice President

Dated: December 24, 2007