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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

GULFSTREAM CAPITAL HOLDINGS, INC.

Certificate of Status	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF SHARE EXCHANGE
Pursuant to F.S. § 607.1105

1. The names of the parties to the Share Exchange are Gulfstream Media Group, Inc., a corporation organized and existing under the laws of the State of Florida and Gulfstream Capital Holdings, Inc., a corporation organized and existing under the laws of the State of Florida.

2. The Plan of Share Exchange provides that each holder of one share of common stock of Gulfstream Media Group, Inc. shall receive one share of common stock of Gulfstream Capital Holdings, Inc. in exchange therefor. All outstanding certificates representing shares of Common Stock of Gulfstream Media Group, Inc. shall be deemed transferred to Gulfstream Capital Holdings, Inc. upon issuance of Gulfstream Capital Holdings, Inc. Common Stock to the shareholders of Gulfstream Media Group, Inc. All outstanding options to purchase shares of Common Stock of Gulfstream Media Group, Inc. shall be replaced with options to purchase share of Common Stock of Gulfstream Capital Holdings, Inc. with identical terms and conditions.

3. The name of the acquiring corporation in the Share Exchange is Gulfstream Capital Holdings, Inc., a corporation organized and existing under the laws of the State of Florida.

4. The date the Share Exchange will be effective is on filing with the Secretary of State of the State of Florida.

5. The Plan of Share Exchange was duly approved by the shareholders and Board of Directors of Gulfstream Media Group, Inc. on March 14, 2005 and by the Board of Directors of

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Gulfstream Capital Holdings, Inc. on March 14, 2005.

6. The approval of the shareholders of Gulfstream Capital Holdings, Inc. was not required.

Dated: March 15, 2005

GULFSTREAM MEDIA GROUP, INC.

By: Bernard J. McCormick
As: Vice-President

GULFSTREAM CAPITAL HOLDINGS,
INC.

By: Mark McCormick
As: President