

P05000071062

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RESUBMIT

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Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

Cindy Harris
EX 2937

COR AMND/RESTATE/CORRECT OR O/D RESIGN**CHEROKEE MEDIA FX, INC.**

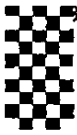
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**RESUBMIT**~~Submission~~

January 24, 2008

FLORIDA DEPARTMENT OF STATE
Division of CorporationsCHEROKEE MEDIA FX, INC.
119 GENEVA DRIVE
OVIEDO, FL 32765USSUBJECT: CHEROKEE MEDIA FX, INC.
REF: P05000071062RECEIVED
2008 JAN 25 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

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) 245-6903.

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Florida Dept of State



Cheryl Coulliette
Regulatory Specialist II

FLORIDA DEPARTMENT OF STATE
Division of Corporations
Letter Number: 408A00005157
H08008819890

P.O BOX 6327 - Tallahassee, Florida 32314

PREPARED BY/RETURN TO:
OSWALD & OSWALD, P.L.
222 S. Westmonte Drive, Suite 210
Altamonte Springs, Florida 32714
Attn: Douglas W. Oswald

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DIVISION OF CORPORATIONS
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AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

CHEROKEE MEDIA FX, INC.

These Amended and Restated Articles of Incorporation of Cherokee Media FX, Inc. shall replace the Electronic Articles of Incorporation filed with the Secretary of the State of Florida on May 13, 2005. These Amended and Restated Articles of Incorporation were approved and adopted on January 23, 2007 by the board of directors of the Corporation and no shareholder action was required.

ARTICLE I - NAME

The name of this Corporation is CHEROKEE MEDIA FX, INC., a Florida corporation.

ARTICLE II - ADDRESS

The principal place of business address is 119 Geneva Drive, Oviedo, Florida 32765.

ARTICLE III - GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is to engage in any activity or business permitted under laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is One Hundred Thousand (100,000) shares of Common Stock.

ARTICLE V - INITIAL DIRECTOR

This Corporation shall have one (1) initial Director. The number of Directors may be increased from time to time by Bylaws adopted by the Stockholder(s). The name and street address of the initial Director of this Corporation is:

Wilson A. Knott
200 Red Bud Lane
Longwood, FL 32779

ARTICLE VI - REGISTERED AGENT

The name and address of the Registered Agent to accept service of process within the state on behalf of the Corporation is: OSWALD & OSWALD, P.L., Attorneys at Law, 222 S. Westmonte Drive, Suite 210, Altamonte Springs, Florida 32714; Attn: Douglas W. Oswald, and by his signature on the Certificate attached hereto he indicates his acceptance as Registered Agent to act in this capacity pursuant to the laws of this State.

ARTICLE VII - INDEMNIFICATION

Every director, officer, employee, or agent of this Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred or by reason of their being imposed upon him or her in connection with any proceeding to which he or she may be made a party, or in which he or she may become involved by reason of his or her employment, or reason of his or her being or having been a director, officer, employee, or agent of this Corporation, and any settlement thereof, whether or not he or she is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer, employee, or agent is adjudged liable for negligence or misconduct in the performance of his or her duties as such director, officer, employee, or agent. The foregoing indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, employee, or agent is entitled.

ARTICLE VIII - AMENDMENT

This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by Statute.

The undersigned, being the current President, Vice President and Director of the Corporation have executed these Amended and Restated Articles of Incorporation this 24 day of January, 2008.

**CHEROKEE MEDIA FX, INC., a
Florida corporation**

By: Deborah Norton
Deborah Norton, President

By: Tricia Grinke
Tricia Grinke, Vice President

By: Wilson A. Knott
Wilson A. Knott, Director

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

OSWALD & OSWALD, P.L.



DOUGLAS W. OSWALD
Registered Agent

**To the Department of State
State of Florida**

Pursuant to the provisions of the Florida Business Corporation Act, the corporation hereinafter named (the "corporation") does hereby amend and restate its Articles of Incorporation.

1. The name of the corporation is Cherokee Media FX, Inc., a Florida corporation.
2. The text of the Amended and Restated Articles of Incorporation of the corporation, as amended and restated hereby, is annexed hereto and made a part hereof.

Executed on January 24, 2008.

**CHEROKEE MEDIA FX, INC., a Florida
corporation**

By: Deborah Norton
Deborah Norton, President