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BASIC AMENDMENT

ALTERNATIVE CHANNELS, INC.

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**ARTICLES OF AMENDMENT TO SECRETARY OF STATE
ALTERNATIVE CHANNELS, INC. LAHASSEE, FLORIDA**

Pursuant to the provisions of Section 607 of the Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The Articles of Incorporation were filed on September 26, 2005. The assigned document number is P05000131827.

2. Article VIII of the Articles of Incorporation is deleted in its entirety and the following is adopted by the Corporation and substituted in lieu thereof:

Article VIII

Initial Officer: The name and address of the initial Officer who shall hold office for the first year of existence of the corporation or until his successor has been elected and qualified is Mitchel Supovitz, 3395 North Dixie Highway, Suite 2, Boca Raton, Florida 33431.

3. This Amendment was adopted on November 15, 2005.

4. The Amendment was adopted at a joint meeting of the Shareholders and Board of Directors by a majority vote of the shareholders and directors to amend the Articles of Incorporation, as set forth in the Bylaws. The number of votes cast for the Amendment was sufficient for approval.

Signed this 15th day of November 2005


MITCH SUPOVITZ, DIRECTOR

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