

1 P060000033891

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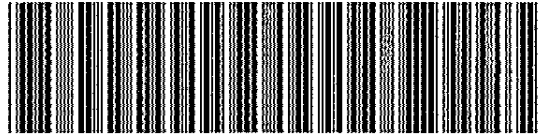
(Business Entity Name)

(Document Number)

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FILED
07 FEB 27 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Attn: Division of Corporations
P.O. BOX 6327
Tallahassee, FL 32314

February 12th, 2007

To Whom It May Concern:

Enclosed please find the Articles of Amendment of the Articles Of
Incorporation of Caribbean Broadcasting Television Of America, Inc. Also is
enclosed a check for \$ 35.00 for the filing fee. Please forward all documentation to our
post office box:

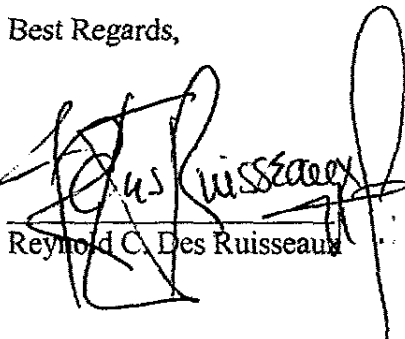
CBTV

P.O. BOX 220190

HOLLYWOOD FL 33022

Please expedite this transaction at your earliest convenience. Our daytime telephone
number (786) 521-7903.

Best Regards,



Reynold C. Des Ruisseaux

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
CARIBBEAN BROADCASTING TELEVISION
OF AMERICA, INC.**

FILED
07 FEB 27 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607.1003, Florida Statutes, the undersigned Florida Profit Corporation, **CARIBBEAN BROADCASTING TELEVISION OF AMERICA, INC.**, adopts the following Articles of Amendment to its Articles of Incorporation, filed March 6, 2006, Document No. P06000033891.

1. The name of the corporation is **CARIBBEAN BROADCASTING TELEVISION OF AMERICA, INC.**
2. The following amendment to the Articles of Incorporation was adopted by the corporation.

ARTICLE IV – STOCK: AUTHORIZED CAPITAL

Article IV of the Articles of Incorporation of the Corporation is hereby deleted in its entirety and the following new Article IV is substituted in its place instead as if originally set forth therein:

The Corporation is authorized to issue three (3) classes of stock, as follows:

FIRST: (CLASS A) 98,000,000 (Ninety Eight Million) shares of Voting Common Stock with a Par Value of \$1.00 per share: **COMMON STOCK WITH VOTING RIGHTS;**

SECOND: (CLASS B) 2,000,000 (Two Million) shares of Non-Voting Common Stock with a Par Value of \$1.00 per share: **COMMON STOCK WITH NO VOTING RIGHTS;** and,

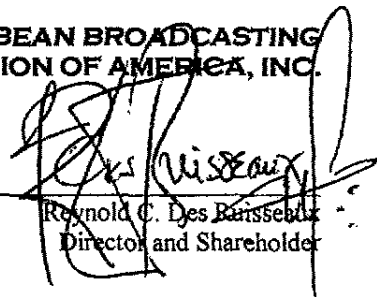
THIRD: (CLASS C) 2,500,000 (Two Million Five Hundred Thousand) shares of \$10.00 Face Value Preferred Stock having a \$10.00 liquidating preference and a priority 10% cumulative annual dividend. These shares will have no Voting Rights until the company goes public. The Preferred Stock shares also will be convertible to Common Stock shares one (1) year after the company goes public: **PREFERRED STOCK.**

3. The foregoing amendment was approved by a majority of the shareholders of the corporation on the 23rd day of January, 2007 without shareholder action.
4. The above amendment was further adopted by the Board of Directors on the 23rd day of January, 2007, by Resolution of the Board. Shareholder action was not required.

IN WITNESS WHEREOF, the undersigned has executed this instrument this 23rd day of January, 2007

**CARIBBEAN BROADCASTING
TELEVISION OF AMERICA, INC.**

By: _____


Reynold C. Des Buisson
Director and Shareholder