

07-DEC-20 03:18 PM FROM-ASE (70) FL

407-843-6610

T-176 P.01.04 5-018

P070000032688

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000303789 3)))



H070003037893A3C4

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : AKERMAN SENTERFITT (ORLANDO)
Account Number : 076656002425
Phone : (407) 423-4000
Fax Number : (407) 843-6610

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
07 DEC 20 AM 10:25

COR AMND/RESTATE/CORRECT OR O/D RESIGN

BOLDER BROADCASTING INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

Amend
@ 12/21/07

RECEIVED
2007 DEC 20 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

(((H07000303789 3)))

FILED
SECRETARY OF
DIVISION OF CORPORATIONS

07 DEC 20 AM 10:2

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
BOLDER BROADCASTING INC.**

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned Florida corporation hereby adopts the following Articles of Amendment to read as follows:

1. Article IV of the Articles of Incorporation is hereby deleted in its entirety and amended to read as follows:

ARTICLE IV

Capital Stock

"(a) Capital Stock. This Corporation is authorized to issue the following shares of capital stock::

(i) Common Stock. The aggregate number of shares of common stock which this Corporation shall have the authority to issue is 10,000,000, having no par value. The common stock shall consist of 5,000,000 shares of Class A voting common stock and 5,000,000 shares of Class B non-voting common stock.

(ii) Preferred Stock. The aggregate number of shares of preferred stock which this Corporation shall have the authority to issue is 10,000,000, having no par value.

(b) Description of Common Stock. Holders of Class A common stock are entitled to one vote for each share held of record on all matters submitted to a vote of shareholders and may not cumulate their votes for the election of directors. Holders of Class B non-voting common stock shall have no voting rights with respect to their Class B non-voting common stock. Shares of common stock (including both Class A common stock and Class B non-voting common stock) are not redeemable, do not have any conversion or preemptive rights and are not subject to further calls or assessments once fully paid.

Holders of common stock (including both Class A common stock and Class B non-voting common stock) will be entitled to share pro rata in such dividends and other distributions as may be declared from time to time by the Board of Directors out of funds legally available therefore, subject to prior rights, if any, accruing to any holders of preferred stock of this Corporation. Upon liquidation or dissolution of this Corporation, holders of shares of common stock (including both Class A common stock and Class B non-voting common stock) will be entitled to share proportionally in all assets available for distribution to such holders.

(c) Description of Preferred Stock. The terms, preferences, limitations and relative rights of the preferred stock are as follows:

(i) The Board of Directors is expressly authorized at any time and from time to time to provide for the issuance of shares of preferred stock in one or more series, with such voting powers, full or limited, but not to exceed one vote per shares, and with such designations, preferences and relative participating, optional or other special rights, qualifications, limitations or restrictions, as shall be fixed and determined in the resolution or resolutions providing for the issuance thereof adopted by the Board of Directors, and as are not stated and expressed in these Articles of Incorporation or any amendment thereto, including (but without limiting the foregoing) the following:

(((H07000303789 3)))

(((H07000303789 3)))

(A) the distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased (except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares thereof then outstanding) from time to time by resolution of the Board of Directors;

(B) the rate of dividends payable on shares of such series, the times of payment, whether dividends shall be cumulative, the conditions upon which and the date from which such dividends shall be cumulative;

(C) whether shares of such series can be redeemed, the time or times when, and the price or prices at which shares of such series shall be redeemable, the redemption price, terms and conditions of redemption, and the sinking fund provisions, if any, for the purchase or redemption of such shares;

(D) the amount payable on shares of such series and the rights of holders of such shares in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation;

(E) the rights, if any, of the holders of shares of such series to convert such shares into, or exchange such shares for, shares of common stock or shares of any other class or series of preferred stock and the terms and conditions of such conversion or exchange; and

(F) the rights, if any, of the holders of shares of such series to vote.

(ii) Except in respect of the relative rights and preferences that may be provided by the Board of Directors as hereinbefore provided, all shares of preferred stock shall be of equal rank and shall be identical, and each share of a series shall be identical in all respects with the other shares of the same series.

(d) Issuance of Capital Stock. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Board of Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive."

2. The foregoing amendment was adopted by the Board of Directors of the Corporation by written consent dated the 20 day of December, 2007, in accordance with the provisions of Section 607.0821 of the Florida Statutes, and by a majority of the shareholders of the Corporation by written consent dated the 20 day of December, 2007, in accordance with the provisions of Section 607.0704 of the Florida Statutes.

3. In accordance with the provisions of Section 607.1006, the foregoing amendment was adopted by a majority vote of the shareholders and the number of votes cast for the amendment by the shareholders was sufficient for approval and there was not more than one voting group entitled to vote separately on the amendment set forth herein.

4. The effective date of the amendment to the Articles of Incorporation of the Corporation set forth herein will be as of the date of filing of this Article of Amendment to the Articles of Incorporation with the Department of State of the State of Florida.

* * * * *

(((H07000303789 3)))

07-DEC-20 03:18PM FROM-ASE1701ORL

407-843-6610

T-176 P.04/04 F-018

((H07000303789 3)))

Dated this 20 day of December, 2007.

BOLDER BROADCASTING INC., a Florida
corporation

A handwritten signature in black ink, appearing to read "Marc D. Middleton", is written over a horizontal line.

MARC D. MIDDLETON,
CHIEF EXECUTIVE OFFICER

((H07000303789 3)))