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*Amended &
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TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. MIAMI CITY MAGAZINE, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☒ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

**ARTICLES OF AMENDMENT AND RESTATEMENT
OF ARTICLES OF INCORPORATION
MIAMI CITY MAGAZINE, INC.**

FILED
2007 SEP -5 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1005, 607.1006 and 607.1007, Florida Statutes, Miami City Magazine, a Florida for profit corporation (the "Corporation"), restates and amends its Articles of Incorporation as provided below.

The Corporation was formed pursuant to Articles of Incorporation filed on April 23, 2007 with the Florida Department of State by William Plasencia as the sole incorporator, officer, and director and issued Document Number P07000049045.

The Corporation has not yet issued shares. The amendment and restatement of the Articles of Incorporation was approved by all of the directors of the Corporation and the sole incorporator of the Corporation.

The Articles of Incorporation of the Corporation are hereby amended and restated as follows:

ARTICLE 1
Identification

Section 1.01. Name. The name of the Corporation is Miami City Magazine (the "Corporation"). The mailing address of this Corporation is:

150 SE 2nd Avenue, Suite 600
Miami, Florida 33131

ARTICLE 2
Purpose and Powers

Section 2.01. Purpose. The purpose for which the Corporation is formed is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act (the "Act").

Section 2.02. Powers. The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles.

ARTICLE 3
Registered Office and Registered Agent

Section 3.01. Registered Office and Agent. The initial registered office of this Corporation shall be 201 Alhambra Circle, Suite 702, Coral Gables, Florida 33134 and the initial registered agent of this Corporation at such office shall be Rafael A. Perez who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended

from time to time, with respect to keeping an office open for service of process.

ARTICLE 4
Terms of Shares

Section 4.01. Number. The maximum number of shares which this Corporation is authorized to have outstanding at any time is 200,000 shares of common stock having no par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

Section 4.02. Designations of Classes and Relative Rights of Shares. All shares of the Corporation shall be of one class and shall be known as shares of Common Stock. All shares of Common Stock shall have the same preferences, limitations, and relative rights.

Section 4.03. Record Ownership of Shares or Rights. The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 5
Directors

Section 5.01. Number and Qualification. The Board of Directors shall consist of four members. The number of directors may be increased or decreased from time to time as provided in the Bylaws but in no case shall the number of directors be less than three. The names and addresses of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
William Plasencia	150 SE 2 nd Avenue, Suite 600 Miami, Florida 33131
Larry M. Spring, Jr.	1111 Brickell Bay Drive, Apt. 2810 Miami, FL 33131
Mark A. Trowbridge	260 Hibiscus Drive Miami Springs, FL 33166
Ricardo Taño Feijoo	2753 SW 19 Terrace Miami, FL 33145

ARTICLE 6
Incorporator

Section 6.01. Name and Address. The name and address of the Incorporator of the Corporation is as follows:

Name

Address

William Plasencia

150 SE 2nd Avenue, Suite 600
Miami, Florida 33131

ARTICLE 7

Duration

Section 7.01. Duration. The Corporation shall have perpetual existence.

ARTICLE 8

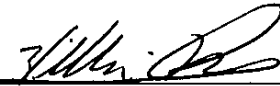
Bylaws; Indemnification; Amendments of Articles

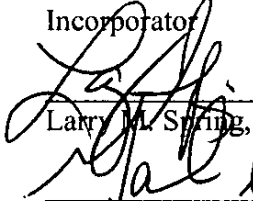
Section 8.01. Bylaws. The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

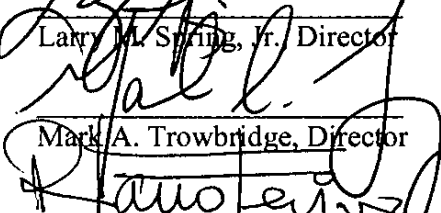
Section 8.02. Indemnification. The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by Section 607.0850, Florida Statutes, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth in Section 607.0850, Florida Statutes. The indemnification and advancement of expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding upon compliance with the provisions of the Florida Business Corporation Act. The Corporation also may purchase and maintain insurance on behalf of an individual authorized in the Florida Business Corporation Act against liability asserted against or incurred by such individual in any of the capacities specified in Section 607.0850, Florida Statutes, or arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the Act.

Section 8.03. Amendments of Articles. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles, or in any amendment hereto, or to add any provision to these Articles or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of the Act or any amendment thereto, or by the provisions of any other applicable statute of Florida, and all rights conferred upon shareholders in these Articles or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned sole incorporator and all of the directors have executed these Amended and Restated Articles of Incorporation as of the 31st day of August 2007.


William Plasencia, Director and Sole
Incorporator


Larry M. Spring, Jr., Director


Mark A. Trowbridge, Director


Ricardo Taño Feijoo, Director

ACCEPTANCE OF APPOINTMENT

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts the appointment as registered agent of MIAMI CITY MAGAZINE, INC. and agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Date: August 31, 2007


Rafael A. Perez, Registered Agent