

P080000037515

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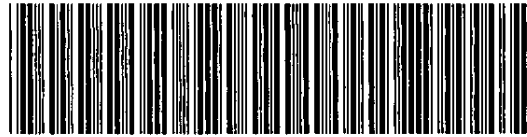
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: UCASTV, INC.

DOCUMENT NUMBER: P8000037515

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

DONNA M. FLAMMANG, ESQUIRE

Name of Contact Person

BRENNAN, MANNA & DIAMOND, P.L.

Firm/ Company

3301 BONITA BEACH ROAD, SUITE 100

Address

BONITA SPRINGS, FL 34134

City/ State and Zip Code

DMFLAMMANG@BMDPL.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

DONNA M. FLAMMANG at (239) 992-6578
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

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Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
UCASTV, INC.

DOCUMENT NO. P8000037515

Pursuant to the provisions of Section 607.1006, Florida Statutes, UCASTV, Inc., a Florida profit corporation (the "Corporation") hereby adopts the following amendments to its Articles of Incorporation:

ARTICLE III of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

ARTICLE III

The Corporation may issue shares in various classes as determined by the Board of Directors from time to time. The rights, privileges, restrictions and conditions of each such class shall be as described herein, in the By-laws of the Corporation and in any shareholder agreement applicable to such shares.

The total number of shares of all classes of stock which the Corporation shall have authority of issue is 1000 shares of Class A Common Shares, no par value and 1000 shares of Class B Common Shares, no par value. The rights, privileges, restrictions and conditions for Class A and Class B Common Shares are as follows:

- A. **Dividends.** Holders of both Class A and Class B Common Shares are entitled to receive, as and when declared by the Board and in the priority of disbursements and distributions set forth in the By-laws, dividends paid out of the net profits of the Company.
- B. **Voting Rights.** The holders of Class A Common Stock shall be entitled to one vote for each Common Share held on matters submitted to a vote of the Corporation's shareholders or as required by the By-laws. The holders of Class B Common Shares shall have no voting rights.
- C. **Liquidation, Dissolution, or Winding Up.** Upon any liquidation dissolution or winding up of the Corporation (whether voluntary or involuntary), no distribution shall be made (i) to the holders of shares of a lesser ranking (either as to dividends or upon liquidation, dissolution, or winding up) to the Common Shares unless, prior thereto, the holders of Common Shares shall have received all of the holder's contributed capital, plus an amount equal to unpaid dividends thereon, including accrued dividends, whether or not declared, to the date of such payment or (ii) to the holders of shares ranking

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on parity (either as to dividends or upon liquidation, dissolution, or winding up) with the Common Shares, except distributions made ratably on the Common Shares and all other such parity shares in proportion to the total amounts to which the holders of all such shares are entitled upon such liquidation, dissolution, or winding up as set forth in the priority of disbursements and distributions as set forth in the By-laws.


ARTICLE V is deleted in its entirety and replaced with the following language:

ARTICLE V

After the initial Board of Directors terms have expired, the number of directors shall be fixed by, or in the manner provided for, in the Bylaws of the Corporation.

ARTICLE XI shall be deleted in its entirety.

This Amendment was adopted by the Directors on July 13, 2012. The number of votes cast for the amendment by the shareholders was sufficient for approval.


Print Name: Donald V. Lee
Title: CEO
Date: July 17, 2012