

OCT-17-2011 10:59

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FOUR ELEMENTS MEDIA, INC.**

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14-OCT-2011 20:00

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**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
FOUR ELEMENTS MEDIA, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST:** The name of the corporation is Four Elements Media, Inc.

**SECOND:** The Articles of Incorporation of this Corporation are hereby amended and restated in their entirety as set forth on Exhibit A attached hereto.

**THIRD:** The date of this amendment's adoption is October 14 2011.

**FOURTH:** This amendment was adopted by the Board of Directors and shareholders of this Corporation. The number of votes cast by the shareholders was sufficient for approval.

Signed this 14th day of October, 2011.

FOUR ELEMENTS MEDIA, INC.

By: 

Jennifer M. Valenti  
Chief Executive Officer

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**EXHIBIT A**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FOUR ELEMENTS MEDIA, INC.**

The undersigned, desiring to amend and restate the Articles of Incorporation of Four Elements Media, Inc. originally filed on June 30, 2010, under and pursuant to the Florida Business Corporation Act, Chapter 607.1007, does hereby adopt the following Amended and Restated Articles of Incorporation.

**ARTICLE I**

**Name, Principal Office and Mailing Address of Corporation**

The name of this Corporation shall be Four Elements Media, Inc. The principal office address of the Corporation shall be 1000 Universal Studios Plaza, Orlando, Florida 32819. The principal mailing address of the Corporation shall be 1883 Lexington Place, Tarpon Springs, Florida 34688.

**ARTICLE II**

**Nature of Business**

The general nature of the business and activities to be transacted and carried on by this Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

**ARTICLE III**

**Stock**

The total authorized capital stock of the Corporation shall be twenty million (20,000,000) shares of Common Stock, par value \$.0001 per share.

**ARTICLE IV**

**Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE V**

**By-Laws**

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

**ARTICLE VI**

**Indemnification**

This Corporation shall indemnify any officer or Director of the Corporation, or any former officer or Director of the Corporation, to the fullest extent permitted from time to time by Florida

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Law. The Corporation may pay for or reimburse the reasonable attorney fees and 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, to the extent permitted by law, and may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have the power to indemnify the individual against the same liability under the law.

ARTICLE VII  
Amendment

These Amended and Restated Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand as of this 14<sup>th</sup> day of October, 2011.

By: 

Jennifer M. Valenti  
Chief Executive Officer