

P93000057810

Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 205-0380

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Account Name : CORPORATION SERVICE COMPANY
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DIVISION OF CORPORATIONS

BASIC AMENDMENT

MEDIABAY, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$43.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Articles of Amendment
to
Articles of Incorporation
of

MediaBay, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

P93000057810

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

The first paragraph of Article III of the Restated Articles of Incorporation has been amended as follows by striking the whole of said paragraph thereof as it now exists and inserting in lieu and instead thereof a new first paragraph reading in its entirety as follows:

"The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is [Three Hundred Five Million {305,000,000} shares, no par value per share, of which Three Hundred Million {300,000,000}] shall be Common Stock and Five Million {5,000,000} shall be Preferred Stock."

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

(continued)

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The date of each amendment(s) adoption: March 19, 2005

Effective date if applicable: _____

(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 3rd day of May, 2005Signature 

(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Jeffrey Dittus

(Typed or printed name of person signing)

Chief Executive Officer

(Title of person signing)

FILING FEE: \$35

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