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FILED
2007 AUG 29 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Entertainment Marketing Group, Inc.

DOCUMENT NUMBER: P95 0000 20209

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

Please return all correspondence concerning this matter to the following:

Hernand Gonzalez

(Name of Contact Person)

The Entertainment Marketing Group, Inc.

(Firm/ Company)

9100 S. Dadeland Blvd., Suite 905

(Address)

Miami, Florida 33156

(City/ State and Zip Code)

For further information concerning this matter, please call:

Hernand Gonzalez

(Name of Contact Person)

at (305) 670-0123

(Area Code & Daytime Telephone Number)

or 305-495-2156

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &
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☐ \$52.50 Filing Fee
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Certified Copy
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is enclosed)

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

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE ENTERTAINMENT MARKETING GROUP, INC.**

FILED
2007 AUG 29 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned pursuant to the provisions of the Florida Business Corporation Act, adopts the following Amended and Restated Articles of Incorporation of The Entertainment Marketing Group, Inc., a corporation duly organized and existing under the laws of the State of Florida as filed with the Florida Department of State on March 13, 1995 (The "Corporation"). The Amended and Restated Articles of Incorporation were duly adopted by unanimous written consent of the board of directors and shareholders of the corporation on August 27th, 2007:

ARTICLE I. NAME

The name of the corporation is The Entertainment marketing Group, Inc.

ARTICLE II. ADDRESS

The mailing Address of the corporation is 9100 S. Dadeland Blvd., Suite 905, Miami FL, 33156.

ARTICLE III. PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. AUTHORIZED SHARES

The corporation shall have only one class of stock consisting of two types of common stock, voting and non-voting. The maximum number of shares that the Corporation is authorized to have outstanding at any time is 100 shares of common stock having no par value, of such shares 50 shall be designated as "Class B Non-Voting Common Stock". The Preferences, limitations, and relative rights with respect to the voting and non-voting common stock shall be the same, except that the matters required or permitted to be submitted to a vote by the shareholders of this corporation, except when otherwise required by law.

ARTICLE V. REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation is 9100 S. Dadeland Blvd., Suite 905, Miami Florida 33156 and the name of the corporation's registered agent at the address is Hernand Gonzalez.


ARTICLE VI. BYLAWS

The power to adopt, alter amend or repeat bylaws shall be vested in the board of directors (the "Board of Directors") and the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE VII. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

These amended and Restated Articles of Incorporation of the Corporation are Hereby Executed this 27th day of August, 2007.


Hernand Gonzalez
President and Director