

P96000104058

2030 Main Street
13th Floor
Irvine, CA 92614
714.378.9500

CCN Capital Group, Inc.

April 4, 1997

Florida Department of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

FILED
97 APR 11 AM 9:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RE: Children's Cable Network of Florida, Inc.
Registration Number L96000104058

Dear Sirs/Madam:

Enclosed please find a certificate of amendment to the Articles of Incorporation for Children's Cable Network of Florida, Inc. A check is enclosed in the amount of \$96.25 to cover the filing fees.

Please return the Acknowledgment to.

Ellis N. Younger
CCN Capital Group, Inc.
10231 Slater Avenue Suite 103
Fountain Valley, CA 92708

If you have any questions regarding this amendment, you can reach me at (800) 222-9511.

Sincerely,

Ellis N. Younger

Ellis N. Younger

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*****96.25 *****96.25

enclosures

Amend & N/C

VS APR 15 1997

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FILED
97 APR 11 AM 9:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

CHILDREN'S CABLE NETWORK OF FLORIDA, 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: Amendments adopted:

Article 1: The name of the corporation is hereby changed to:

CHILDREN'S TELEVISION NETWORK, INC.

Article 2: The principal place of business and mailing address of this corporation is:

CHILDREN'S TELEVISION NETWORK, INC.

712 South Oregon Avenue
Tampa, FL 33606

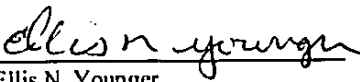
Article 4: The name and address of the corporation's registered agent is:

Ellis N. Younger
712 South Oregon Avenue
Tampa, FL 33606

SECOND: The date of each amendment's adoption is April 1, 1997.

THIRD: The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 1st day of April 1997.


Ellis N. Younger
President