

P97000089377

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Cadena Latinoamericana  
De Television, Inc

FILED  
00 JAN -3 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-01/03/00-01052-018  
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Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

RECEIVED  
00 JAN -3 AM 10:55  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

C. COULLIETTE JAN 04 2000

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CADENA LATINOAMERICANA DE TELEVISION, INC.**

Adopted in Accordance with Sections 607.1006 and 607.1007  
of the Florida Business Corporation Act

FILED  
00 JAN -3 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Chairman of the Corporation hereby makes these Amended and Restated Articles of Incorporation and certifies as follows:

1. The name of the Corporation is:  
  
Cadena Latinoamericana de Televisión, Inc.
2. The Corporation's Articles of Incorporation were filed with the Florida Department of State on October 17, 1997, and Articles of Amendment to Articles of Incorporation were filed with the Florida Department of State on October 29, 1997.
3. These Amended and Restated Articles of Incorporation were unanimously adopted by the shareholders of the Corporation on December 28, 1998, thereby meeting the approval requirements of Section 607.1006 of the Florida Business Corporation Act and there is no discrepancy between the Corporation's original Articles of Incorporation, as amended on October 29, 1997, and the provisions hereof other than the inclusion of the amendments adopted pursuant to said Section 607.1006, the omission of matters of historical interest and the renumbering of certain Articles.
4. The amendments included herein and adopted pursuant to said Section 607.1006 are the deletion of former ARTICLE 2 entitled "PURPOSE OF CORPORATION", the modification of former ARTICLE 3 entitled "PRINCIPAL OFFICE", the deletion of former ARTICLE 5 entitled "OFFICERS", the deletion of

former ARTICLE 6 entitled "DIRECTORS", an increase in the number of shares the Corporation is entitled to issue from 100 shares in former ARTICLE 7 to 10,000,000 shares in new ARTICLE III and a decrease in the par value of the Corporation's shares from One Dollar (\$1.00) per share in former ARTICLE 7 to One Cent (\$0.01) per share in new ARTICLE III, the change of the Corporation's office and registered agent as set forth in new ARTICLE IV, the deletion of former ARTICLE 8 entitled "REGISTERED OWNERS", the deletion of former ARTICLE 9 entitled "EFFECTIVE DATE", the addition of a new ARTICLE V entitled "SUBSCRIBER", and the deletion of former ARTICLE 10 entitled "AMENDMENT".

5. These Amended and Restated Articles of Incorporation are made by the Chairman of the Corporation.

The text of the Articles of Incorporation, as herein amended, is hereby restated to read as follows:

## **ARTICLE I**

### **NAME**

The name of the Corporation is:

CADENA LATINOAMERICANA DE TELEVISION , INC.

## **ARTICLE II**

### **PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation is 8675 N.W. 53<sup>rd</sup> Road Street, Suite 112, Miami, Florida 33166.

### ARTICLE III

#### SHARES

The number of shares which the Corporation is authorized to issue is ten million (10,000,000) shares of common stock, with a par value of one cent (\$0.01) each.

### ARTICLE IV

#### REGISTERED OFFICE AND AGENT

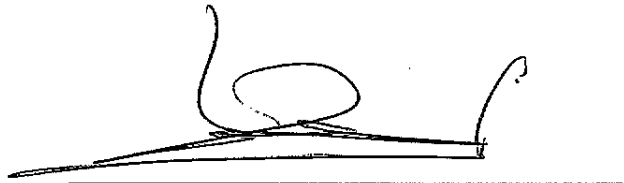
The street address of the Corporation's registered office is 601 Brickell Key Drive, Suite 801, Miami, Florida 33131 and the name of its registered agent at that office is J. Bruce Irving.

### ARTICLE V

#### SUBSCRIBER

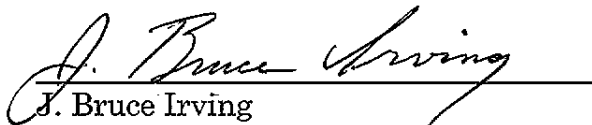
The name and address of the Subscriber to these Amended and Restated Articles of Incorporation is Arturo Delgado Pastorino, 8675 N.W. 53<sup>rd</sup> Road Street, Suite 112, Miami, Florida 33166.

Dated: December 28, 1999



Arturo Delgado Pastorino  
Chairman  
Cadena Latinoamericana de Televisión, Inc.

The undersigned, J. Bruce Irving, having been designated to act as registered agent of Cadena Latinoamericana de Televisión, Inc., hereby agrees to act in that capacity.



J. Bruce Irving