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BASIC AMENDMENT

EL SITIO U.S.A., INC.

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
EL SITIO U.S.A., INC.**

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is EL SITIO U.S.A., INC. (the "Company").
2. The Amendment to the Articles of Incorporation of the Company set forth below (the "Amendment") was adopted by all of the directors of the Company at a meeting duly called and held on June 3, 2004, and also approved by the sole shareholder of the Company, the number of votes cast being sufficient for approval, at a meeting duly called and held on June 3, 2004, in the manner prescribed by Section 607.1003 of the Act.
3. Article I of the Company's Articles of Incorporation is hereby deleted in its entirety and replaced by a new Article I, as follows:

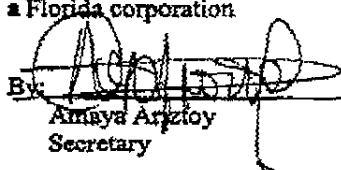
"ARTICLE I

The name of the corporation is CLAXSON U.S.A. II, INC. (the "Corporation")."

4. Except as hereby amended, the Articles of Incorporation of the Company shall remain the same.
5. The effective date of this amendment shall be upon the filing of these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to Articles of Incorporation of EL SITIO U.S.A., INC. as of this 3rd day of June 2004.

EL SITIO U.S.A., INC.,
a Florida corporation

By 
Amaya Arzoz
Secretary

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