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BASIC AMENDMENT

THE 5TH AVENUE CHANNEL, INC.

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**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
THE 5TH AVENUE CHANNEL, INC.**

Pursuant to the provisions of Sections 607.1003, 607, 1005 and 607.1006 of the Florida Business Corporation Act, The 5th Avenue Channel, Inc. (the "Company"), a corporation organized and existing under the Florida Business Corporation Act, hereby adopt the following Articles of Amendment to its Articles of Incorporation.

FIRST: Change of Company Name

Article I of the Company's Articles of Incorporation is amended to read in its entirety as follows:

Article I-Name

The name of the corporation is: 5th Avenue Television, Inc.

SECOND: Adoption of Amendment to Articles of Incorporation

These Articles of Amendment to Articles of Incorporation and the amendments to the Company's Articles of Incorporation set forth herein were adopted and approved by the Company's Board of Directors on March 17, 1999. In accordance with Section 607.1005 of the Florida Business Corporation Act, no shares have been issued of the Company; therefore, shareholder action is not required.

**THIS DOCUMENT PREPARED BY:
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IN WITNESS WHEREOF, these Articles of Amendment to Articles of Incorporation have been executed by the undersigned duly authorized officer of the Company as of the 17th day of March, 1999.

THE 5TH AVENUE CHANNEL, INC.

By:

Melvin Rosen, President and Director

THIS DOCUMENT PREPARED BY:
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