

Division of Corporations

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P98000066114

## Florida Department of State

Division of Corporations

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Phone : (954) 763-1200

Fax Number : (954) 766-7800

## BASIC AMENDMENT

FINANCIAL MEDIA NETWORK, INC.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

Amendment

11/9/98

DC

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ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
FINANCIAL MEDIA NETWORK, INC.

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Pursuant to Sections 607.0601 and 607.0602 of the Business Corporation Act of the State of Florida, the undersigned President of FINANCIAL MEDIA NETWORK, INC., a corporation organized and existing under and by virtue of the Business Corporation Act of the State of Florida ("Corporation"), bearing document number P98000066114, does hereby certify that the following is a true and correct copy of resolutions duly adopted by the Board of Directors of the Company (the "Board of Directors") by unanimous written consent dated July 29, 1998, which constituted all requisite action on the part of the Company for adoption of such resolutions.

WHEREAS, the Articles of Incorporation of the Corporation authorizes 100,000 shares of common stock, no par value per share, of which no shares are issued and outstanding.

WHEREAS, the Board of Directors is authorized at any time and from time to time, to provide for the issuance of shares of stock in one or more series, with such voting powers, full or limited, or without voting powers, and with such designations, preferences and relations, participating, optional or other special rights, qualifications, limitations or restrictions thereof.

WHEREAS, the Board of Directors desires, pursuant to its authority as aforesaid, to increase the authorized shares of the Corporation's stock, and to designate a new series of preferred stock, set the number of shares constituting such series, and fix the rights, preferences, privileges and restrictions of such series.

ROXANNE K. BULLY, ESQ., FLA. BAR #851450  
Atlas, Pearlman, Trop & Berkson, P.A.  
200 E. Las Olas Blvd., #1900  
Ft. Lauderdale, FL 33301  
(954) 763-1200

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NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors hereby increases the authorized shares to 25,000,000 shares, and designates a new series of preferred stock and, in accordance therewith, Article IV entitled, "Capital Stock" of the Articles of Incorporation of this Corporation is *hereby deleted in its entirety and replaced with the following:*

**ARTICLE IV**  
**CAPITAL STOCK**

The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 25,000,000 shares, par value \$.001 per share, consisting of (i) 10,000,000 shares of Class A Voting Common Stock, par value \$.001 per share, (ii) 10,000,000 shares of Class B Non-Voting Common Stock, par value \$.001 per share, and (iii) 5,000,000 shares of Preferred Stock, par value \$.001 per share (the "Preferred Stock"). The terms of the Class A Voting Common Stock, Class B Non-Voting Common Stock and Preferred Stock are set forth below in subsections (A), (B) and (C).

(A) The Class A Voting Common Stock and the Class B Non-Voting Common Stock (collectively referred to as the "Common Stock") shall be equal in all respects, except that (i) other than as required under Florida law, holders of Class B Common Stock shall not be entitled to vote, and (ii) the shares of Class B Common Stock may be converted into shares of Class A Common Stock, on a one for one basis, by resolution duly adopted by a majority of the Corporation's Board of Directors.

(B) The Corporation shall have authority to issue 5,000,000 shares of Preferred Stock to be designated for issuance by resolution or resolutions thereof establishing and setting forth the number of shares to be included in each such series, the voting powers, full or limited,

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or no voting powers, and the designations, preferences and relative, participating or other special rights, and qualifications, or restrictions of such additional series of preferred stock.

The foregoing amendment was adopted by the Board of Directors on July 29, 1998, The foregoing amendment was adopted by the Board of Directors and the majority Shareholder of the Corporation on July 29, 1998, pursuant to the Florida Business Corporation Act and, accordingly, the number of votes cast by the Shareholders of the Corporation for the amendment to the Corporation's Certificate of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation, has executed these Articles of Amendment as of November 4, 1998.

FINANCIAL MEDIA NETWORK, INC.,  
a Florida Corporation

By: 

Keith Mills, President