

P980000 66114

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BASIC AMENDMENT

FINANCIAL MEDIA NETWORK, INC.

Certificate of Status	0
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99 MAR -3 PM 2:28  
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TALLAHASSEE, FLORIDA

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Amendment  
3-3-99  
DC

Wednesday, March 03, 1999

11:50 AM

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

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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") and Majority Shareholders by written consent dated February 28, 1999, 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 two classes of common stock, consisting of 10,000,000 shares of Class A Common Stock and 10,000,000 shares of Class B Common Stock.

**WHEREAS**, there are no issued and outstanding shares of Class B Common Stock.

**WHEREAS**, the Board of Directors and Majority Shareholders desire to eliminate the Class B Common Stock from the authorized shares of the Corporation's common stock and increase the amount of authorized shares of the Class A Common Stock.

**NOW, THEREFORE, BE IT RESOLVED**, that Article IV entitled, "Capital Stock" of the Articles of Incorporation of this Corporation is hereby deleted in its entirety and replaced with the following:

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

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**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) 20,000,000 shares of Class A 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 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, 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 and the majority Shareholder of the Corporation on February 28, 1999, 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 February 28, 1999.

FINANCIAL MEDIA NETWORK, INC.,  
a Florida Corporation

By: 

Keith Mills, President