

P99000045740

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December 10, 1999

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-12/13/99--01037--023
*****87.50 *****43.75

Re: Coastal Cable Corp.
P99000045740

Dear Sirs:

I herewith enclose for filing the original executed ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF COASTAL CABLE CORP.

I further enclose a check in the amount of \$87.50 to cover the following fees:

Filing Fee - Amendment to Articles	\$35.00
Certified Copy	52.50
	<u>\$87.50</u>

Please return the certified copy to this address.

Thank you for handling. If there are any questions, please contact me directly.

Cordially yours,

Ledyard H. DeWees

Ledyard H. DeWees

LHD:bd

encl.

FILED
99 DEC 13 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

V. SHEPARD DEC 23 1999

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
COASTAL CABLE CORP.

FILED
99 DEC 13 PM 2:08
- SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, Chapter 607, Florida Statutes, the undersigned corporation certifies as follows and adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is: COASTAL CABLE CORP.
2. The Articles of Incorporation of the said Florida corporation were filed on May 17, 1999 and assigned document number P99000045740.
3. The following amendments of the Articles of Incorporation were adopted by the sole incorporator of the corporation, there being no shares yet issued by the corporation.

ARTICLES V and VII are hereby deleted in their entirety and new ARTICLES V and VII are adopted as follows:

"ARTICLE V

This corporation is authorized to issue one class of common stock and one class of preferred stock, under the terms, conditions, limitations, preferences and characteristics as hereinafter set forth:

1. The total amount of voting common stock shall consist of Fifty Million (50,000,000) shares of voting common stock, having a par value of \$.001 each, amounting in the aggregate to Fifty Thousand Dollars (\$50,000.00). Each share of common stock shall have One (1) vote and all stock when issued shall be fully paid for and nonassessable.

2. The corporation is authorized to issue One hundred Thousand (100,000) shares of Class A preferred stock, having a par value of \$.10 each, amounting in the aggregate to Ten Thousand Dollars (\$10,000).

The Class A preferred stock shall be voting stock, each share having One Hundred (100) votes. In any given fiscal year in which the directors of the corporation shall declare a dividend out of the surplus net profits of the corporation, the holder(s) of Class A preferred

shall be entitled to a fixed yearly dividend in the percentage amount, which such amount may be fixed and declared by the directors of the corporation at the time of issuance of the Class A preferred stock. When such a dividend is declared, the holder(s) of the Class A preferred stock shall receive payment before any dividend shall be set apart or paid on the common stock. The dividends in respect to the Class A preferred stock shall be non-cumulative and shall be non-participating.

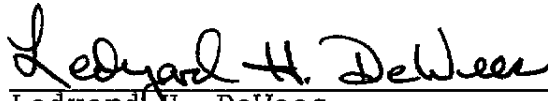
In the case of liquidation or the dissolution of the corporation, the holder(s) of Class A preferred stock shall be entitled to be paid in full the par value of the shares before any amount shall be paid to the holders of the common stock."

"ARTICLE VII

This corporation shall have a maximum of Twenty (20) Directors, under such terms and conditions as shall be specified in the Bylaws."

4. The date of adoption for each of the above amendments is December 10, 1999.

Signed this 10th day of december, 1999.



Ledyard H. DeWees
Incorporator