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To:

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Fax Number : (850) 922-4000

From: Nery C. Toledo, Legal Assistant

Account Name : AKERMAN, SENTERFITT & ELDSON, P.A.  
Account Number : 075471001363  
Phone : (305) 374-5600  
Fax Number : (305) 374-5095

DEAR FILING OFFICER: PLEASE FILE THE ATTACHED DOCUMENT WITH AN EFFECTIVE FILING DATE OF TODAY, OCTOBER 24, 2000. THANK YOU. NERY C. TOLEDO, LEGAL ASSISTANT

BASIC AMENDMENT

MASTERMEDIA GROUP, INC.

Certificate of Status	0
Certified Copy	1
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CERTIFICATE TO  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
MASTERMEDIA GROUP, INC.,  
a Florida corporation


FILED  
00 OCT 24 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act (the "Act"), MasterMedia Group, Inc. (the "Corporation") submits this Certificate for filing and adopts the Amended and Restated Articles of Incorporation in the form attached hereto:

1. The name of the corporation is: MASTERMEDIA GROUP, INC.
2. The Amended and Restated Articles of Incorporation of the Corporation, a copy of which is attached hereto and incorporated herein, (a) authorizing an additional number of common stock, (b) providing for additional indemnification language, and (c) deleting from the Corporation's Articles of Incorporation articles no longer required to be included therein, were adopted by the Shareholders and Directors of the Corporation on October 24, 2000.
3. The Amended and Restated Articles of Incorporation of the Corporation were duly adopted and approved by means of a Joint Unanimous Written Consent of all of the Corporation's Directors and the holders of a majority of the issued and outstanding shares of common stock of the Corporation dated October 24, 2000, pursuant to Sections 607.1003, 607.0704 and 607.0821 of the Act.

IN WITNESS WHEREOF, the undersigned has executed this Certificate to the Amended and Restated Articles of Incorporation as of October 24, 2000.

MASTERMEDIA GROUP, INC., a Florida  
corporation

By:   
M. Antonio Calatayud, President and  
Director

{MIS71800,1}

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MASTERMEDIA GROUP, INC.

The undersigned, as President and a director of MasterMedia Group, Inc., pursuant to the Florida Business Corporation Act, hereby adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I  
NAME

The name of the corporation is: MASTERMEDIA GROUP, INC. (hereinafter referred to as "Company")

ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office address and mailing address of the Company is: 2828 Coral Way, 2<sup>nd</sup> Floor, Miami, Florida 33145.

ARTICLE III  
CAPITAL STOCK

The total number of shares which this Company is authorized to issue is twenty million (20,000,000) shares of common stock, par value \$0.0001 per share (the "Common Stock"). The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Company, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full value of the shares.

Each share of Common Stock shall be equal to every other share of Common Stock. The holders of shares of Common Stock shall be entitled to one vote for each share of Common Stock on each matter submitted to a vote of the shareholders of the Company.

ARTICLE IV  
REGISTERED OFFICE AND AGENT

The street address of the Company's registered office is: One Southeast Third Avenue, 28<sup>th</sup> Floor, Miami, Florida 33131. The name of the Company's registered agent at that office is American Information Services, Inc.

ARTICLE V

INDEMNIFICATION

To the maximum extent permitted by the Florida law, the Company shall:

1. indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of the Company), by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Company or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

2. indemnify any person who was or is a party to any proceeding by or in the right of the Company to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Company or is or was serving at the request of the Company as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof.

Expenses incurred by an officer or director in defending a civil or criminal proceeding shall be paid by the Company in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Company.

The indemnification and advancement of expenses provided pursuant to this Article are not exclusive, and the Company may make any other or further indemnification or advancement of expenses of any of its directors, officers, employees, or agents, under any bylaw, agreement vote of shareholders or disinterested directors, or otherwise both as to action in his or her official capacity and as to action in another capacity while holding such office.

[signature page follows]

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 24th day of October, 2000.

MASTERMEDIA GROUP INC.

By: \_\_\_\_\_

M. Antonio Calatayud, President and  
a Director

ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of MasterMedia, Inc., a Florida corporation (the "Company"), in the Company's articles of incorporation:

Having been named as registered agent and to accept service of process for the Company at the designated registered office, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Acceptance this 24th day of October, 2000.

AMERICAN INFORMATION SERVICES, INC.

By: Nery C. Toledo, Asst. Sec.  
Nery C. Toledo, Assistant Secretary