

Division of Corporations

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Florida Department of State  
Division of Corporations  
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Account Name : C T CORPORATION SYSTEM  
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BASIC AMENDMENT

THE KITCHEN, INC.

Certificate of Status	0
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Page Count	05
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05 MAY -3 PM 4: 57  
DIVISION OF CORPORATIONS

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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
THE KITCHEN, INC.

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is THE KITCHEN, INC. (the "Company").
2. The Amendment to the Articles of Incorporation of the Company set forth below (the "Amendment") was adopted by all of the directors of the Company through a Unanimous Written Consent as of April 27, 2005 and also approved by the sole shareholder of the Company through a Written Consent, in the manner prescribed by Section 607.1003 of the Act.
3. Article I of the Company's Articles of Incorporation is hereby deleted in its entirety and replaced by a new Article I, as follows:

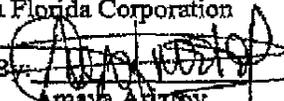
**"ARTICLE I"**

The name of the corporation is CLAXSON PLAYOUT, INC. (the "Corporation").

4. Except as hereby amended, the Articles of Incorporation of the Company shall remain the same.
5. The effective date of this amendment shall be upon the filing of these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to Articles of incorporation of THE KITCHEN, INC. as of these 27th days of 2005.

THE KITCHEN, INC.  
a Florida Corporation

By:   
Amaya Adizay  
Secretary

**UNANIMOUS WRITTEN CONSENT  
OF THE  
BOARD OF DIRECTORS AND THE SOLE SHAREHOLDER  
OF  
THE KITCHEN, INC.**

The undersigned, being all of the directors (the "Board of Directors") and the sole shareholder (the "Shareholder") of THE KITCHEN, INC. (the "Company"), a corporation organized and existing under the laws of the State of Florida, do hereby agree to, consent to adopt and order the following corporate action, without a meeting. The undersigned do hereby agree that, upon execution of this consent, the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as if adopted at a formal meeting of the Board of Directors and the Shareholder of the Company duly called and held for the purpose of acting upon proposals to adopt such resolutions. The undersigned do hereby waive all formal requirements, including the necessity of holding a formal meeting, and any requirement that notice of such meeting be given. The following resolutions are hereby adopted:

I. Articles of Amendment

WHEREAS, the Board of Directors and the Shareholder believe it is in the best interests of the Company if an amendment to the Company's Articles of Incorporation was adopted to change the name of the Company from THE KITCHEN, INC. to CLAXSON PLAYOUT, INC. in a form substantially similar to the form of Articles of Amendment attached hereto (the "Articles of Amendment").

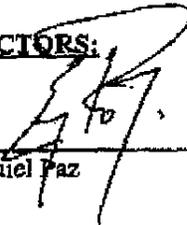
NOW, THEREFORE, BE IT RESOLVED, that the Articles of Amendment be, and they hereby are, adopted, approved and ratified in all respects; and it is

FURTHER RESOLVED, in connection with the adoption of the Articles of Amendment by the Board of Directors and the approval of such Articles of Amendment by the Shareholder, the Authorized Officers be, and each hereby is, authorized and directed in the name and on behalf of the Company to execute and deliver the Articles of Amendment to the Florida Secretary of State, together with such other certificates documents and fees as shall be necessary or appropriate to file the same with the Florida Secretary of State.

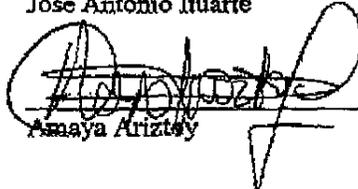
*{Signatures to follow}*

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent for the purposes herein expressed as of these 27th days of April 2005.

**DIRECTORS:**

  
\_\_\_\_\_  
Ezequiel Paz

\_\_\_\_\_  
Jose Antonio Ituarte

  
\_\_\_\_\_  
Amaya Ariztey

CLAXSON USA ID INC.  
("Sole Shareholder")

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

Name: EZEQUIEL PAZ

Title: President/Director

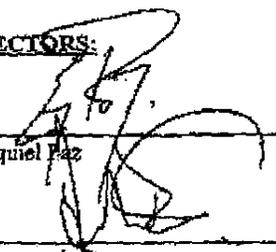
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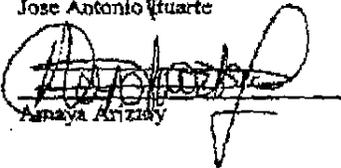
P:2

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent for the purposes herein expressed as of these 27th days of April 2005.

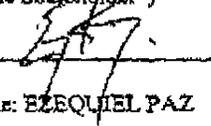
DIRECTORS:

  
Ezequiel Paz

  
Jose Antonio Iruarte

  
Amaya Arizay

CLAXSON-USA II, INC.  
("Sole Shareholder")

By: 

Name: EZEQUIEL PAZ

Title: President/Director