

Division of Corporations

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Florida Department of State
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BASIC AMENDMENT

FIRST MEDIA GROUP, INC.

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ARTICLES OF AMENDMENT
TO
THE ARTICLES OF INCORPORATION
OF
FIRST MEDIA GROUP, INC.

Pursuant to the provisions of Sections 607.1003 and 607.1006, Florida Statutes, First Media Group, Inc. a Florida corporation (the "Corporation"), hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is First Media Group, Inc.
2. The following amendments to the Articles of Incorporation of the Corporation are hereby adopted, effective with the filing of these Articles of Amendment to the Articles of Incorporation with the Florida Secretary of State:

Article I is hereby deleted in its entirety and the following is substituted therefore:

ARTICLE I

NAME

The name of this Corporation is First Media Direct, Inc.

3. The amendments hereby effected were adopted by written action of the sole shareholder and the directors dated March 23, 2001.
4. All other provisions of the Articles of Incorporation remain unchanged and in full force and effect.

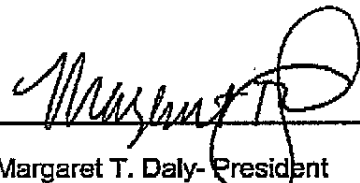
Brian A. Hart
Florida Bar No. 259632
Thomson Muraro Razook & Hart, P.A.
1700 Sun Bank International Center
One Southeast Third Avenue
Miami, Florida 33131
(305) 350-7200

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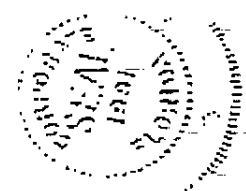
IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Articles of Amendment to the Articles of Incorporation of the Corporation this 23rd day of March, 2001

FIRST MEDIA GROUP, INC.



Margaret T. Daly- President

[Corporate Seal]



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Miami, Florida 33131
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