

# V28675

HOLLAND & KNIGHT

Requestor's Name

315 SOUTH CALHOUN STREET

Address

Tallahassee, Florida 32301

City/State/Zip

Phone #

224-7000

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. DP Media, Inc  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

Walk in    
  Pick up time 4:00    
  Certified Copy    
 300002469169-4  
 -03/26/98-01052-021  
 Copy\*\*35.00 \*\*\*\*\*35.00  
 Mail out    
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  Photocopy    
  Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
 98 MAR 27 PM 3:41  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

\* 00789, 00524  
 3/27  
 Jon Amend  
 00672  
 RECEIVED  
 98 MAR 26 AM 11:35  
 DIVISION OF CORPORATIONS

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 26, 1998

Holland & Knight  
315 South Calhoun St.  
Tallahassee, FL 32301

SUBJECT: D P MEDIA, INC.  
Ref. Number: V28675

We have received your document for D P MEDIA, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please fill in the blanks in the third paragraph and on the signature page.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan  
Corporate Specialist

Letter Number: 698A00016352

98 MAR 27 PM 2:40  
DIVISION OF CORPORATIONS

RECEIVED

*Corrected  
3/27/98*

FILED

98 MAR 27 PM 3:41

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO  
THE ARTICLES OF INCORPORATION OF  
D P MEDIA, INC.**

Pursuant to Section 607.1003 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of D P MEDIA, INC. (the "Corporation"), are hereby amended according to these Articles of Amendment:

**FIRST:** The name of the Corporation is D P MEDIA, INC.

**SECOND:** That Article IV, entitled Authorized Shares, is hereby amended in its entirety to read as follows:

"The maximum number of shares that the Corporation is authorized to have outstanding at any time is 1,000 shares of class A common stock, with a par value of \$1.00 per share ("Class A Common"), 1,000 shares of class B common stock, with a par value of \$1.00 per share ("Class B Common"), and 1,000 shares of class C common stock, with a par value of \$1.00 per share. Except as otherwise provided below in this Article IV or as otherwise required by applicable law, all shares of Class A Common, Class B Common, and Class C Common shall be identical in all respects and shall entitle the holder thereof to the same preferences, limitations, and relative rights:

1. **Voting Rights.** Except as otherwise provided in this Article IV or as otherwise required by applicable law, (a) holders of Class A Common shall be entitled to one vote per share on all matters to be voted on by the stockholders of the Corporation, and (b) holders of Class B Common and Class C Common shall have no right to vote on any matter to be voted on by the stockholders of the Corporation.

2. **Dividends.** As and when dividends are declared or paid thereon, whether in cash, property or securities of the Corporation, the holders of Class A Common, the holders of Class B Common, and the holders of Class C Common shall be entitled to participate in such dividends ratably on a per share basis; provided, that (i) if dividends are declared which are payable in shares of Class A Common, Class B Common, or Class C Common then dividends shall be declared which are payable at the same rate on each such class of common stock and the dividends payable in shares of Class A Common shall be payable to holders of Class A Common, dividends payable in shares of Class B Common shall be payable to holders of Class B Common, and dividends payable in shares of Class C Common shall be payable to holders of Class C Common (ii) if the dividends consist of other voting securities of the Corporation, then the Corporation shall make available to each holder of Class B Common or Class C Common, at such holder's request, dividends consisting of non-voting securities of the Corporation which are otherwise identical to such other voting securities and which are convertible into or exchangeable for such voting securities on the same terms as Class B Common or Class C Common are convertible into Class A Common.

**3. Liquidation.** The holders of Class A Common, Class B Common, and Class C Common shall be entitled to participate ratably on a per share basis in all distributions to the holders of Common Stock in any liquidation, dissolution or winding up of the Corporation.

**4. Conversion of Class B Common.** At any time, each holder of Class B Common shall be entitled to convert, into the same number of shares of Class A Common, any or all shares of Class B Common then held by such holder. Each conversion of shares of Class B Common into shares of the Class A Common shall be effected by the surrender of the certificate or certificates representing the shares to be converted at the principal office of the Corporation at any time during normal business hours, together with a written notice by the holder of such Class B Common stating that such holder desires to convert the shares, or a stated number of the shares, of such Class B Common represented by such certificate or certificates into shares of Class A Common. Each conversion shall be deemed to have been effected as of the close of business on the date on which such certificate or certificates have been surrendered and such notice has been received, and at such time the rights of the holder of the converted Class B Common shall cease and the person or persons in whose name or names the certificate or certificates for shares of Class A Common are to be issued upon such conversion shall be deemed to have become the holder or holders of record of the shares of Class A Common represented thereby. Promptly after the surrender of certificates and the receipt of written notice, the Corporation shall issue and deliver in accordance with the surrendering holder's instructions (a) the certificate or certificates for the Class A Common issuable upon such conversion and (b) a certificate representing any Class B Common which was represented by the certificate or certificates delivered to the Corporation in connection with such conversion but which was not converted. All shares of Class A Common which are issuable upon the conversion of the Class B Common shall, when issued, be duly and validly issued, fully paid and nonassessable and free from all taxes, liens (other than any lien which existed in respect of the shares which were converted, immediately prior to such conversion) and charges.

**5. Stock Splits.** If the Corporation in any manner subdivides or combines the outstanding shares of one class of common stock, the outstanding shares of the other class of common stock shall be proportionately subdivided or combined in a similar manner."

THIRD: The foregoing amendment was duly adopted by the Board of Directors of the Corporation on March 24, 1998 and the Shareholders of the Corporation on March 24, 1998.

FOURTH: The number of votes cast for the amendment by the Shareholders of the Corporation constitutes a sufficient number of votes to approve the amendment.

IN WITNESS WHEREOF, the undersigned Secretary of the Corporation has executed this instrument this 24 day of March, 1998.

  
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Devon Paxson, Secretary

TPA3-523231.1