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Florida Department of State

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BASIC AMENDMENT

D P MEDIA, INC.

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Amendment

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

Pursuant to Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of Bay Resources, Incorporated (the "Corporation"), are hereby amended according to these Articles of Amendment:

FIRST: The name of the Corporation is D P Media, Inc.

SECOND: Article IV, Paragraph 1, entitled Authorized Shares, is amended to increase the authorized Class A common shares of the Corporation to 5,000 shares, the authorized Class B common shares of the Corporation to 5,000 shares and the authorized Class C common shares of the Corporation to 5,000 shares.

THIRD: This amendment was approved by written consent of the Corporation's Board of Directors and a majority of its shareholders to be effective April 13, 1999.

FOURTH: The number of votes cast for the amendment by written consent of a majority of the Corporation's Shareholders, pursuant to 607.0704, constitutes a sufficient number of votes to approve the amendment.

IN WITNESS WHEREOF, the undersigned Secretary of the Corporation has executed this instrument to be effective as of the 14th day of April, 1999.


Devon Paxson, Secretary

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Bernard A. Barton, Jr.

Holland & Knight LLP

FL Bar #197580

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