

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Planeta Networks, Inc.		12/02/2005	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Hispanic Media, Inc.		
Street Address:	2121 Ponce de Leon Boulevard		
Internal Address:	Suite 820		
City:	Coral Gables		
State/Country:	FLORIDA		
Postal Code:	33134		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2596997	BATANGA	
Registration Number:	2741508	BATANGA	
CORRESPONDENCE DATA			
Fax Number:	(919)829-9696		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	9198299600		
Email:	hcoldiron@hutchlaw.com		
Correspondent Name:	Holly A. Coldiron, Esq.		
Address Line 1:	5410 Trinity Road		
Address Line 2:	Suite 400		
Address Line 4:	Raleigh, NORTH CAROLINA 27607		
ATTORNEY DOCKET NUMBER:	BTG.21000		
NAME OF SUBMITTER:	Holly A. Coldiron		

CH \$65.00 2596997

Signature:	/hac/
Date:	04/15/2008
Total Attachments: 6 source=name change cert planeta to hispanic media#page1.tif source=name change cert planeta to hispanic media#page2.tif source=name change cert planeta to hispanic media#page3.tif source=name change cert planeta to hispanic media#page4.tif source=name change cert planeta to hispanic media#page5.tif source=name change cert planeta to hispanic media#page6.tif	

Delaware

PAGE 1

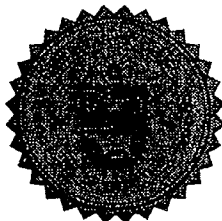
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "PLANETA NETWORKS, INC.", CHANGING ITS NAME FROM "PLANETA NETWORKS, INC." TO "HISPANIC MEDIA, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF FEBRUARY, A.D. 2006, AT 6:35 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3193376 8100

060107856



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4508005

DATE: 02-08-06

TRADEMARK

REEL: 003760 FRAME: 0266

AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION

OF

PLANETA NETWORKS, INC.

Planeta Networks, Inc. (the "Corporation"), a corporation organized and validly existing under the Delaware General Corporation Law ("DGCL"), originally incorporated in the State of Delaware under the name Ibero-American Interactive Networks, Inc. on March 14, 2000, does hereby certify that this Amended and Restated Certificate of Incorporation of the Corporation was duly adopted in accordance with the provisions of Sections 242 and 245 of the DGCL, with the written consent of a majority of all of the stockholders of the Corporation, and by a resolution of the Board of Directors of the Corporation (the "Board") duly adopted at a meeting thereof held on December 2, 2005, setting forth this Amended and Restated Certificate of Incorporation and declaring the filing hereof by the Corporation to be advisable. Accordingly, the Certificate of Incorporation of the Corporation, as amended from time to time, is hereby amended and restated in its entirety, as follows:

AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION

OF

HISPANIC MEDIA, INC.

1. The name of this corporation shall be **Hispanic Media, Inc.** (the "Corporation").

2. The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, Corporation Trust Center, in the City of Wilmington 19801, County of New Castle. The name of the registered agent of the Corporation at such address is The Corporation Trust Company.

3. (a) The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful business, act or activity for which corporations may be organized under the DGCL.

(b) The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

4. The total number of shares of capital stock which the Corporation shall have the authority to issue is Twelve Million Five Hundred Thousand (12,500,000), which shall consist of Five Million (5,000,000) shares of common stock, par value \$0.0001 per share (the "Common Stock"), and Seven Million Five Hundred Thousand (7,500,000) shares of preferred stock, par value \$0.0001 per share (the "Preferred Stock"). The designations and the preferences, conversion and other rights, voting powers, restrictions qualifications, limitations as to dividends, and terms and conditions of redemption of the shares of each class of stock are as follows:

(a) Preferred Stock. The Preferred Stock may be issued, from time to time, by the Board of Directors as shares of one (1) or more series. The description of shares of each series of Preferred Stock, including any designations, preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption shall be as set forth in resolutions adopted by the Board of Directors, and filed with the Secretary of State of Delaware as required by law with respect to issuance of such Preferred Stock, prior to the issuance of any shares of such series.

The Board of Directors is expressly authorized, at any time, by adopting resolutions providing for the issuance of, or providing for a change in the number of, shares of any particular series of Preferred Stock and, if and to the extent, from time to time, required by law, by filing a Certificate of Amendment which is effective without stockholder action, to increase or decrease the number of shares included in each series of Preferred Stock, but not below the number of shares then issued, and to set in any one (1) or more respects the designations, preferences,

conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms and conditions of redemption relating to the shares of each such series.

The authority of the Board of Directors with respect to each series of Preferred Stock shall include, but not be limited to, setting or changing the following:

(i) The dividend rate, if any, on shares of such series, the time of payment and the date from which dividends shall be accumulated, if dividends are to be cumulative;

(ii) Whether the shares of such series shall be redeemable and, if so, the redemption price and the terms and conditions of such redemption;

(iii) The obligation, if any, of the Corporation to redeem shares of such series pursuant to a sinking fund;

(iv) Whether shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or classes and, if so, the terms and conditions of such conversion or exchange, including the price or prices or the rates or rates of conversion or exchange and the terms of adjustment, if any;

(v) Whether the shares of such series shall have voting rights, in addition to the voting rights provided by law, and, if so, the extent of such voting rights;

(vi) The rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding-up of the Corporation;

(vii) Whether shares of such series grant rights or bear risk with respect to the earnings assets, or other attributes of less than all of the activities of the Corporation; and

(viii) Any other relative rights, powers, preferences, qualifications, limitations or restrictions thereof relating to such series.

(b) Common Stock. Subject to all of the rights of the Preferred Stock as expressly provided herein, by law or by the Board of Directors pursuant to this Section 4, the Common Stock of the Corporation shall possess all such rights and privileges as are afforded to capital stock by applicable law in the absence of any express grant of rights or privileges in the Corporation's Certificate of Incorporation, including, but not limited to, the following rights and privileges:

(i) Dividends may be declared and paid or set apart for payment upon the Common Stock out of any assets or funds of the Corporation legally available for the payment of dividends;

(ii) The holders of Common Stock shall have the right to vote for the election of directors and on all other matters requiring stockholder action, each share being entitled to one (1) vote; and

(iii) Upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the net assets of the Corporation available for distribution shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests

5. No holder of shares of stock of the Corporation shall have any preemptive or other right to receive any securities of the Corporation.

6. (a) The number of directors of the Corporation shall be specified in the Bylaws, the exact number to be fixed from time to time in the manner provided by the Bylaws of the Corporation; provided, that at any time there is only one stockholder of the Corporation, the number of directors may be not less than one (1) nor more than nine (9).

(b) Election of directors need not be by written ballot unless the Bylaws shall so provide. No holders of Common Stock of the Corporation shall have any rights to cumulate votes in the election of directors.

7. In furtherance of, and not in limitation of, the powers conferred by statute, the Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation or adopt new Bylaws, without any action on the part of the stockholders; provided, however, that no such adoption, amendment, or repeal shall be valid with respect to Bylaw provisions that have been adopted, amended, or repealed by the stockholders; and further provided, that Bylaws adopted or amended by the Board of Directors and any powers thereby conferred may be amended, altered, or repealed by the stockholders.

8. The Corporation is to have perpetual existence.

9. (a) A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for such liability as is expressly not subject to limitation under the DGCL, as the same exists or may hereafter be amended to further limit or eliminate such liability. Any repeal or modification of this paragraph 9(a) by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

(b) The Corporation shall, to the fullest extent permitted by law, indemnify any and all officers and directors of the Corporation, and may, to the fullest extent permitted by law or to such lesser extent as is determined in the discretion of the Board of Directors, indemnify and advance expenses to any and all other persons whom it shall have power to indemnify, from and against all expenses, liabilities or other matters arising out of their status as such or their acts, omissions or services rendered in such capacities.

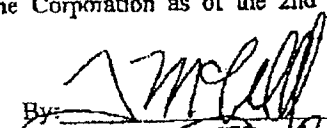
(c) The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as

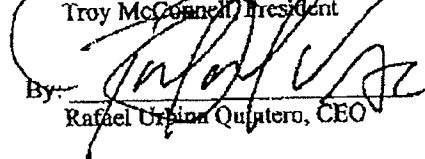
such, whether or not the Corporation would have the power to indemnify him against such liability.

10. The Corporation shall have the right, subject to any express provisions or restrictions contained in the Certificate of Incorporation or Bylaws of the Corporation, from time to time, to amend this Certificate of Incorporation or any provision thereof in any manner now or hereafter provided by law, and all rights and powers of any kind conferred upon a director or stockholder of the Corporation by the Certificate of Incorporation or any amendment thereof are conferred subject to such right

* * *

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been duly executed by a duly authorized officer of the Corporation as of the 2nd day of December, 2005.

By: 
Troy McConnell, President

By: 
Rafael Urbina Quijano, CEO