

F98000004771

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H14000101068 3)))



H140001010683ABCV

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)617-6380

9126501

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)222-1092
Fax Number : (850)878-5368

FILED STATE
SECRETARY OF STATE
14 APR 29 AM 8:36

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

COR AMND/RESTATE/CORRECT OR O/D RESIGN
NEWSMAX MEDIA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$43.75

Amend/changing
jurisdiction
@ 4/30/14

RECEIVED
14 APR 29 PM 3:23
BUSINESS DIVISION
DIVISION OF CORPORATIONS
STATE OF FLORIDA

H14000101068 3

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F98000004771

(Document number of corporation (if known))

1. NEWSMAX MEDIA, INC.

(Name of corporation as it appears on the records of the Department of State)

2. Nevada

(Incorporated under laws of)

3. 08/20/1998

(Date authorized to do business in Florida)

FILED
SECRETARY OF STATE
14 APR 29 AM 8:36

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? _____

5. _____
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

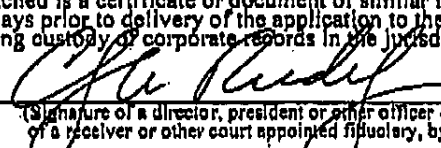
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Delaware

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of a director, president or other officer - If in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Christopher Ruddy

(Typed or printed name of person signing)

President

(Title of person signing)

H14000101068 3

H14000101068 3

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A NEVADA CORPORATION UNDER THE NAME OF "NEWSMAX MEDIA, INC." TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF APRIL, A.D. 2014, AT 3 O'CLOCK P.M.

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



5523348 B100V

140520523

You may verify this certificate online at corp.delaware.gov/authver.shtml

Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1322688

DATE: 04-25-14

H14000101068 3

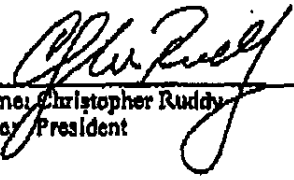
H14000101068 3

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:00 PM 04/25/2014
FILED 03:00 PM 04/25/2014
SRV. 140520523 - 5523348 FILE

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A NON-DELAWARE CORPORATION
TO A DELAWARE CORPORATION
PURSUANT TO SECTION 265 OF THE
GENERAL CORPORATION LAW OF THE STATE OF DELAWARE

- 1.) The jurisdiction where the Non-Delaware Corporation first formed is Nevada.
- 2.) The jurisdiction immediately prior to filing this Certificate is Nevada.
- 3.) The date the Non-Delaware Corporation first formed is July 15, 1998.
- 4.) The name of the Non-Delaware Corporation immediately prior to filing this Certificate is: NEWSMAX MEDIA, INC., a Nevada corporation.
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is: NEWSMAX MEDIA, INC.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Non-Delaware Corporation has executed this Certificate on the 12 day of April, 2014.

By: 
Name: Christopher Ruddy
Title: President

H14000101068 3

Delaware

PAGE 2

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "NEWSMAX MEDIA, INC." FILED IN THIS OFFICE ON THE TWENTY-FIFTH DAY OF APRIL, A.D. 2014, AT 3 O'CLOCK P.M.


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



5523348 8100V

140520523

You may verify this certificate online at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1322688

DATE: 04-25-14

H14000101068 3

H14000101068 3

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:00 PM 04/25/2014
FILED 03:00 PM 04/25/2014
SRV 140520523 - 3523348 FILE

CERTIFICATE OF INCORPORATION
OF
NEWSMAX MEDIA, INC.

FIRST: The name of this corporation is **NEWSMAX MEDIA, INC.**, a Delaware corporation.

SECOND: The address of the corporation's registered office in the State of Delaware is 160 Greentree Drive, Suite 101, in the City of Dover, County of Kent, 19904. The name of the Corporation's registered agent at such address is National Registered Agents, Inc.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock that the corporation is authorized to issue is 50,000 shares of which 20,000 are designated Class A Common Stock, par value \$0.001 per share, 20,000 are designated Class B Common Stock, par value \$0.001 per shares, and 10,000 are designated preferred stock, par value \$0.001 per share. Each outstanding share of Class A Common Stock is entitled to one (1) vote on each matter submitted to a vote at a meeting of stockholders (or submitted for action by stockholders by written consent without a meeting) including, without limitation, the election of directors. Only shares of Class A Common Stock have the right and power to vote or to take action by written consent. Shares of Class B Common Stock are non-voting shares, and therefore have no right or power to vote or to take action by written consent.

The board of directors of the corporation is hereby expressly authorized to provide, out of the unissued shares of preferred stock, for one or more series of preferred stock and, with respect to each such series, to fix the number of shares constituting such series and the voting powers, full or limited, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof. The powers, designations, preferences and relative, participating, optional, or other special rights of each series of preferred stock and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding.

FIFTH: The name and mailing address of the incorporator are: Christopher Ruddy, P.O. Box 20989, West Palm Beach, Florida 33416.

SIXTH: The Board of Directors shall have the power to adopt, amend, or repeal the bylaws.

SEVENTH: The election of directors need not be by written ballot unless the bylaws of the corporation shall so provide.

EIGHTH: No director shall be personally liable to the corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director, provided, that, the foregoing provisions of this Eighth Article shall not eliminate or limit the liability of a director: (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not

(28067462.3)

H14000101068 3

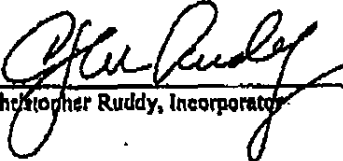
H14000101068 3

In good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Eighth Article shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

NINTH: The corporation shall, to the fullest extent legally permissible under the provisions of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any person who was or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a director or officer of the corporation, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with any action, suit, or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful. Such indemnification or advancement of expenses provided by, or granted pursuant to, Section 145 of the General Corporation Law of the State of Delaware, shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement or resolution adopted by the board of directors.

TENTH: The corporation shall not be governed by or subject to Section 203 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, has executed, signed and acknowledged this Certificate of Incorporation this 18 day of April, 2014.


Christopher Ruddy, Incorporator