P95000040002

LAW OFFICES
MARVIN E. ROOKS, P.A.

500 Crown Oak Centre Drive • Longwood, Florida 32750 • (407) 331-7990 FAX (407) 331-0307

TO: Secretary of State - Division of Corporations

FM: Ellen E. Whitesel, Paralegal to Marvin E. Rooks, Esquire

DT: 5/17/95

RE: All Clear Intertrade, Inc.

Attached for filing is an original and one copy of the Articles of Incorporation, check in the amount of $122.50 and Consent of Registered Agent. Please file same and return a file stamped copy to this office in the envelope provided.

Thank you.

5/19/95

FILED

95 MAY 19 PM 4:12

ARTICLES OF INCORPORATION
OF
ALL CLEAR INTERTRADE, INC.

We, the undersigned, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, do hereby certify as follows:

ARTICLE I

The name of this corporation shall be: ALL CLEAR INTERTRADE, INC.

ARTICLE II

The corporation may conduct or engage in any activity or business now or hereafter permitted under the laws of the United State of America and of the State of Florida.

ARTICLE III

The corporation may conduct its business or any part or parts thereof in the United States of America, or either of them, in the territories and the District of Columbia, and in any or all dependencies, colonies or possessions of the United States of America, and in foreign countries or jurisdictions, without restriction as to place and may have one or more offices or agencies, and keep such books of the company outside of the State of Florida as are not required by law to be kept within this state.

ARTICLE IV

The corporation may do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment thereto, or necessary or incidental to the protection and benefit of this corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the objects of this corporation.

ARTICLE V

The authorized capital stock of this corporation shall consist of seven thousand (7,000) shares of common stock, with par value of one cent ($.01) per share. Such stock shall possess and exercise exclusive voting rights. All such stock shall be fully paid and nonassessable.

Said common stock may be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation.

The Board of Directors of the corporation may, from time to time, authorize shares to be issued upon determining that the consideration received or to be received for the shares to be issued is adequate. The shares shall not be issued for less than the par value thereof.

the holders of common shares shall have preemptive rights to purchase any shares of the corporation thereafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VII

The principal office of this corporation shall be located at 122 West Crystal Drive, Sanford, FL 32733, but it may have such other offices within or without the state of Florida and within or without the United States of America as may be necessary or convenient.

ARTICLE VIII

The street address of the corporation's initial registered office shall be 122 West Crystal Drive, Sanford, FL 32733 and its initial registered agent at such office shall be MARVIN E. ROOKS.

ARTICLE IX

The business of the corporation shall be conducted and managed by a Board of Directors consisting of not less than one (1) nor more than nine (9) members, as fixed from time to time by the By-Laws of the corporation. The Board of Directors shall be elected by the Stockholders, but it shall not be necessary that such directors be stockholders of the corporation.

ARTICLE X

The name and post office address of the first Board of Directors of this corporation, who shall hold office until their successors are elected and qualified shall be:

ANTHONY C. BATTAGLIA	122 WEST CRYSTAL DRIVE SANFORD, FL 32773
KAYS AL-ATRAKCHI	521 BEECHWOOD AVENUE ALTAMONTE SPRINGS, FL 32714

ARTICLE XI

In furtherance and not in limitation, of the powers conferred by statute, the corporation shall have and may exercise the following powers:

A. In the purchase or acquisition of property, business, rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, the corporation shall have the power and authority to incur debts and to raise, borrow and secure the payment of money in lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments, and evidences of all kinds whether secured by mortgage, pledge, deed of trust, or otherwise.

B. The corporation shall have power to hold meetings, both of stockholders and directors, either within or without the State of Florida, at such places as may be from time to time designated by the Board of Directors.

Meetings of directors and of stockholders may be held upon such notice thereof as may be set forth in the Bylaws of the corporation, subject to any statutory restrictions relative thereto, but any requirement as to notice of such meetings that may be set forth in the Bylaws of the corporation shall not prevent, and nothing herein shall be construed as preventing, any stockholder or director from waiving notice of any meeting in such manner as may be provided by the Statutes of the State of Florida, and by the Bylaws of this corporation consistent therewith.

C. The number of directors of the corporation shall be fixed from time to time by the Bylaws and may be increased or decreased as shall be provided by the Bylaws, subject to any limitations imposed by these Articles of Incorporation or any amendment thereto. Any vacancy in the Board of Directors caused by an increase in the number of the directors, or by death, resignation or other cause, may be filled by the directors in office, by the affirmative vote of a majority thereof, and the person so chosen to fill any such vacancy shall hold office until the next annual meeting of the stockholders and until his successor shall have been elected and shall have qualified.

D. The corporation in its Bylaws may confer upon the directors powers additional to the foregoing and to the powers and authorities expressly conferred upon them by the statutes.

E. It shall not be necessary for any officer of the corporation to be a director or for any officer to be a stockholder.

F. The annual meeting of the stockholders shall be held on such day as may be fixed by the Bylaws of the corporation, and the date of such meeting may be changed from time to time as they Bylaws provide: and the manner of calling meetings of stockholders and directors may be fixed by the Bylaws.

G. Members of the Board of Directors or any executive committee shall be deemed present at a meeting of any such board or committee if a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, is used.

ARTICLE XII

Each director and officer, in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, or by reason of any act or omission to act as such director or officer, provided that he shall not have been derelict in the performance of his duty as to the matter or matters in respect of which such claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any rights to which any director or officer may be entitled as a matter of law.

ARTICLE XIII

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this corporation is or are interested in or is a member, stockholder, director or officer, or are members, stockholders, directors or officers of such other firm or corporation; and any director or directors, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transaction of this corporation shall be affected or invalidated by reason of the fact that any director or directors or officer or officers of this corporation is a party or are parties to or interested in such contract, act or association or corporation, and each and every person who may become a director or officer of this corporation is hereby relieved from any firm association, or corporation in which he may be in agnosia interested.

IN WITNESS WHEREOF, the undersigned, being all of the incorporators, have executed these Articles of Incorporation this 17th day of May 1995.

Marvin E. Rooks

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 17th day of May 1995 by Marvin E. Rooks, who is personally known to me and who did not take an oath.

Notary Public
Sign:
Print: E E Whitesel
Expires: 10/3/95
Commission # CC 149605

Seal

CONSENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for the corporation named above, and I am familiar with and accept the duties and responsibilities and responsibilities as registered agent for said corporation.

MARVIN E. ROOKS
"Registered Agent"

FILED
95 MAY 18 PM 4:12

P95000040002

Requestor's Name

Address

City/State/Zip Phone #

400002098364--5
-02/26/97--01053--003
*****35.00 *****35.00

Office Use Only

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

1. (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

☐ Walk in ☐ Pick up time ____________ ☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

FILED
97 MAR 19 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

	NEW FILINGS
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

	AMENDMENTS
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

	OTHER FILINGS
	Annual Report
	Fictitious Name
	Name Reservation

	REGISTRATION/ QUALIFICATION
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

W97000004773

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Name Change
3-20-97

Examiner's Initials	LFJ

CR2E031(1/95)

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
97 MAR 19 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 27, 1997

ALL CLEAR INTERTRADE, INC.
122 WEST CRYSTAL DRIVE
SANFORD, FL 32733

SUBJECT: ALL CLEAR INTERTRADE, INC.
Ref. Number: P95000040002

We have received your document for ALL CLEAR INTERTRADE, 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):

The date of adoption of each amendment must be included in the document.

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 597A00010439

FILED

97 MAR 19 PM 2:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

122 W. Crystal Dr
Sanford FL 32773

RECEIVED

97 MAR 19 AM 8:44

DIVISION OF CORPORATIONS

FILED
97 MAR 19 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

ALL CLEAR INTERTRADE INC.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended,added or deleted)*

Article 1 Change name of corp. to COLOSSAL music and [redacted] film INC. date of adoption was 2/15/97 Adoopted by sole shareholder

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 2-15-97.

FOURTH: Adoption of Amendment(s) **(CHECK ONE)**

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

  "The number of votes cast for the amendment(s) was/were sufficient for approval by ______________________."
  voting group

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 24 of Febuary, 19 97.

Signature ______________________
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

ANTHONY BATTAGLIA
Typed or printed name

PRESIDENT
Title