

F980000004618

Requestor's Name



100003094201--4.
-01/11/00--01035--008
*****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
00 JAN 11 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 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

F980000004618
1-11-00
NC
668

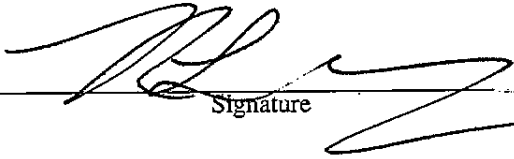
PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

1. CELLO MUSIC & FILM SYSTEMS, INC.
Name of corporation as it appears on the records of the Department of State.
2. DELAWARE
Incorporated under laws of
3. August 13, 1998
Date authorized to do business in Florida

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? July 13, 1999
5. CELLO TECHNOLOGIES, CORP.
Name of corporation after the amendment, adding suffix "corporation" "company" or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.
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.
- _____
New Jurisdiction

 1/6/2000
Signature Date

Typed or printed name Title

FILED
00 JAN 11 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of Delaware
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CELLO MUSIC & FILM SYSTEMS, INC.", CHANGING ITS NAME FROM "CELLO MUSIC & FILM SYSTEMS, INC." TO "CELLO TECHNOLOGIES, CORP.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF JULY, A.D. 1999, AT 9 O'CLOCK A.M.



2753579 8100

991542128

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 0177404

DATE: 01-04-00

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
AND
CERTIFICATE OF DESIGNATION
OF
CELLO MUSIC & FILM SYSTEMS, INC.**

Cello Music & Film Systems, Inc., a Delaware corporation (the "Corporation"), **DOES
HEREBY CERTIFY:**

FIRST: That the name of the Corporation is Cello Music & Film Systems, Inc.

SECOND: That the Board of Directors of the Corporation, by unanimous written consent, duly adopted a resolution to amend the Corporation's Amended and Restated Certificate of Incorporation by striking out Article FIRST in its entirety and by substituting in lieu thereof the following Article FIRST:

"FIRST. The name of the corporation is Cello Technologies, Corp.
(the "Corporation")."

THIRD: That the holders of a majority of each class of stock of the Corporation waived notice of the time, place and purpose of a special meeting of the stockholders and duly approved the foregoing amendment by written consent in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware, and that written notice of such consent has been given to all stockholders who have not consented in writing to the amendment.

FOURTH: That the foregoing amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

FIFTH: That the Board of Directors of the Corporation, by unanimous written consent, duly adopted a resolution to amend the Corporation's Amended and Restated Certificate of Incorporation by striking out Article FOURTH in its entirety and by substituting in lieu thereof the following Article FOURTH:

"FOURTH. The total number of shares of capital stock that the Corporation shall have authority to issue is Seventeen Million Four Hundred Thousand (17,400,000) shares, consisting of 9,400,000 shares of common stock, \$.0001 par value per share (the "Common Stock"), and 8,000,000 shares of preferred stock, \$.0001 par value per share (the "Preferred Stock"), of which 2,150,000 shares are designated as Series A Preferred Stock and 1,052,100 shares are designated as Series B Preferred Stock."

SIXTH: That the holders of a majority of each class of stock of the Corporation waived notice of the time, place and purpose of a special meeting of the stockholders and duly approved the foregoing amendment by written consent in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware, and that written notice of such consent has been given to all stockholders who have not consented in writing to the amendment.

SEVENTH: That the foregoing amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

EIGHTH: That the Board of Directors of the Corporation, by unanimous written consent, duly adopted a resolution to amend the Corporation's Certificate of Designation by striking out Paragraph 1 of the resolutions contained therein in its entirety and by substituting in lieu thereof the following Paragraph 1:

"1. Series B Preferred Stock--Designation and Amount.

1.1. Designation. The Corporation hereby designates a Series B Preferred Stock, \$.0001 par value per share (the "Series B Preferred Stock"). The number of shares constituting the Series B Preferred Stock shall be 1,052,100. The Series B Preferred Stock together with the Corporation's Series A Preferred Stock, \$.0001 par value per share (the "Series A Preferred Stock") are sometimes referred to herein collectively as "Preferred Stock.""

NINTH: That the holders of a majority of each class of stock of the Corporation waived notice of the time, place and purpose of a special meeting of the stockholders and duly approved the foregoing amendment by written consent in accordance with Sections 228 and 242 of the General Corporation Law of the State of Delaware, and that written notice of such consent has been given to all stockholders who have not consented in writing to the amendment.

TENTH: That the foregoing amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to the Corporation's Amended and Restated Certificate of Incorporation and its Certificate of Designation to be signed by Richard L. Adams, Jr., its duly authorized President, this 1st day of July, 1999.

CELLO MUSIC & FILM SYSTEMS, INC.

By: 

Richard L. Adams, Jr.
President