

P000000116232

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FILED
03 MAY -6 AM 4:00
TALLAHASSEE, FLORIDA

Wednesday
April 30, 2003

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Articles of Amendment of Redhanded Productions, Inc.
Doc. No.: P0000116232

Dear Sir or Madame:

Enclosed please find check number 2195 in the amount of \$43.75 to cover the following:

\$35.00 filing fee for the Amended and Restated Articles of Incorporation.
\$8.75 certified copy document fee

Thank you in advance for your assistance.

Respectfully yours,



R. Cash Barlow
Redhanded Productions, Inc.
3948 South 3rd Street, PMB 316
Jacksonville Beach, FL 32250
904/270-2226

RCB/rcb

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
REDHANDED PRODUCTIONS, INC

Document Number P0000116232

REDHANDED PRODUCTIONS, INC., a Florida profit corporation organized and existing under the General Corporation Law of the State of Florida DOES HEREBY CERTIFY:

FIRST: The original Articles of Incorporation of Red-handed Records, Inc. was filed with the Secretary of the State of Florida on December 15, 2000.

SECOND: An Amended and Restated Articles of Incorporation of Redhanded Records, Inc., thereafter Redhanded Productions, Inc. was filed with the Secretary of State, Division of Corporations on May 24th, 2002.

THIRD: The Amended and Restated Articles of Incorporation of Redhanded Productions, Inc., in the form attached hereto has been duly adopted this 30th day of April, 2003 in accordance with the provisions of Section 607.1006, Florida Statutes. The Amended and Restated Articles of Incorporation was adopted by the board of directors without shareholder approval action and shareholder action was not required.

Signed this 30th day of April, 2003

By R. Cash Barlow

R. Cash Barlow
Chairman of the Board of Directors

03 MAY -6 AM 4:00
FILED
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
REDHANDED PRODUCTIONS, INC

Document Number P0000116232

Pursuant of the provisions of Florida Statutes 607, this Florida profit corporation adopts the following articles of amendment as its restated articles of incorporation..

ARTICLE I

The name of the corporation ("Corporation") is Redhanded Productions, Inc.

ARTICLE II

The existence of the corporation began on December 15, 2000.

ARTICLE III

The address of the principal office of the Corporation is 611 9th Avenue South, Jacksonville Beach, FL 32250.

ARTICLE IV

The maximum number of shares this corporation shall have authority to issue is ten million (10,000,000), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE V

The street address of the Corporation's registered office is 1125 Blackstone Building, 233 East Bay Street, Jacksonville, Florida 32202. The registered agent for the Corporation is Becky Barlow. The board of directors from time to time may move the registered office to any other address within the State of Florida.

ARTICLE VI

The board of directors shall consist of five (5) members. The name and address of the current persons serving on the board of directors are:

Name	Address
R. Cash Barlow	3948 South 3 rd Street PMB 316 Jacksonville Beach, FL 32250
Mark T. Schoenhofer	212 N. Market, Suite 510 Wichita, KS 67202-0424
Michael T. Dague	7852 W. Oqyendo Road Las Vegas, Nevada 89113
Gregory A. Sanoba	114 E. Edgewood Drive Lakeland, FL 33803

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03 MAY -6 AM 4:00
TALLAHASSEE, FLORIDA

Dale Barlow

29 Upper Mallet Ln.
New Milford, CT 06776

The persons named as director shall hold office for the current year of existence of the Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

The Board of Directors is hereby authorized to make provisions for reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any capacity and receive compensation therefore in any form.

Election of directors need not be by written ballot unless the By-laws of the Corporation shall so provide.

ARTICLE VII

A director of the Corporation shall, to the full extent permitted by the Florida General Corporation Law as it now exist or as it may hereafter be amended, not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Neither any amendment nor repeal of this Article Seven, nor the adoption of any provision of the Restated ~~Articles~~ of Incorporation inconsistent with the Article Seven, shall eliminate or reduce the effects of this Article Seven in respect of any matter occurring, or any cause of action, suite or claim that, but for the Article Seven, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

The corporation shall indemnify it's directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE VIII

The Corporation reserves the right to adopt, repeal, rescind or amend in any respect any provisions contained in this Restated ~~Articles~~ of Incorporation in the manner now or hereafter prescribed by applicable law, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator/director has executed these Restated ~~Articles~~ of Incorporation this 30th day of April 2003.

Dated: April 30, 2003


R. Cash Barlow
Chairman of the Board of Directors