

PO 10000 14634

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

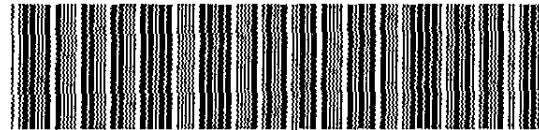
☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_



600030392646

03/16/04--01042--011 \*\*35.00

Special Instructions to Filing Officer:

Called 3/18 - need date  
of adoption KRB  
called 3/19 TEN DOCKMAN called  
he will call BOE MONDAY 3/22

Office Use Only

KEN CLUCKMAN CALLED 3/22  
DATE OF ADOPTION IS  
JAN. 12, 2004 KRB.

corrected corp. name -  
sent date 3/22

FILED  
04 MAR 16 AM 9:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ANN+Restated  
KRB  
3/23



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

March 18, 2004

MICHAEL SIRMANS  
GENERAL COUNSEL ADVISORS, P.A.  
1001 NORTH LAKE DESTINY ROAD, SUITE 300  
MAITLAND, FL 32751

SUBJECT: C D TRADING CARDS INC.  
Ref. Number: P01000014634

We have received your document for C D TRADING CARDS 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.

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 (850) 245-6880.

Karen Gibson  
Document Specialist

Letter Number: 704A00018212

General Counsel Advisors, P.A.

March 10, 2004

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

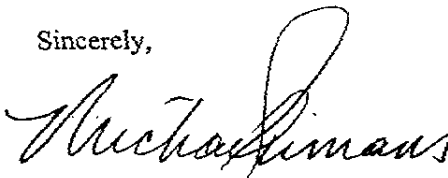
Re: Amended and Restated Certificate of  
Incorporation for CD TRADING CARDS INC.

To whom it may concern,

Enclosed please find an original and copy of the Amended and Restated Certificate of Incorporation for CD TRADING CARDS, INC. (amending document number P01000014634). Please file and return a date-stamped copy of the Amended and Restated Articles. Thank you for your assistance in this matter.

If you have any questions or concerns please contact me.

Sincerely,

A handwritten signature in cursive script, appearing to read "Michael Sirmans".

Michael Sirmans  
Legal Assistant

Enclosure

**AMENDED AND RESTATED**  
**CERTIFICATE OF INCORPORATION**  
**OF**

C D TRADING CARDS INC.

**FILED**  
04 MAR 16 AM 9:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CD TRADING CARDS, INC.**, a corporation duly organized under the Business Corporation Law of the State of Florida, (the "**Corporation**") does hereby certify:

1. The name of the Corporation is: C D TRADING CARDS INC. The original Certificate of Incorporation was filed with the Florida Secretary of State on February 7, 2001.
2. This Amended and Restated Certificate of Incorporation restates and amends the provisions of the Corporation's Certificate of Incorporation (the "**Restated Certificate**"). The amendments and restatement herein set forth have been duly approved by Board of Directors in accordance with Chapter 607, Florida Statutes and by the written consent of a majority of the shareholders of the Corporation in accordance with the provisions of Chapter 607, Florida Statutes. The date of adoption is January 12, 2004.
3. The Certificate of Incorporation of the Corporation is hereby amended and restated to read in its entirety as follows:

**ARTICLE I**  
**NAME**

The name of the Corporation is: C D TRADING CARDS INC.

**ARTICLE II**  
**REGISTERED OFFICE**

The address of the registered office of the Corporation in the State of Florida is: 4253 13<sup>th</sup> Street, Saint Cloud, FL 34769. The name of the registered agent of the Corporation at such address is: Douglas Calaway.

### **ARTICLE III PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under Florida law.

### **ARTICLE IV CAPITAL STOCK**

#### **A. Authorized Capital Stock.**

(1) The maximum aggregate number of shares of common stock, no par value per share (the "**Common Stock**"), that this Corporation shall have authority to issue is 19,000,000 shares.

(2) The maximum aggregate number of shares of preferred stock, no par value per share (the "**Preferred Stock**"), that this Corporation shall have authority to issue is 1,000,000 shares.

(3) No fractional shares shall be issued.

(4) No shareholder of any stock of the Corporation shall have preemptive rights.

#### **B. Common Stock.**

1. **Voting.** Except as otherwise expressly provided by law, and subject to the voting rights provided to the holders of Preferred Stock by this Restated Certificate, the Common Stock shall have exclusive voting rights on all matters requiring a vote of shareholders.

2. **Other Rights.** Each share of Common Stock issued and outstanding shall be identical in all respects one with the other, and no dividends shall be paid on any shares of Common Stock unless the same is paid on all shares of Common Stock outstanding at the time of such payment. Except for and subject to those rights expressly granted to the holders of the Preferred Stock, or except as may be provided by Chapter 607, Florida Statutes, the holders of Common Stock shall have exclusively all other rights of shareholders.

#### **C. Blank Check Preferred Stock.**

1. **Issuance.** The blank check preferred stock may be issued from time to time in one or more series. Subject to the limitations set forth herein and any limitations prescribed by law, the Board of Directors is expressly authorized, prior to issuance of any series of blank check preferred stock, to fix by resolution or resolutions providing for the issue of any series the number of shares included in such series and the designations, relative powers, preferences and rights, and the qualifications, limitations or restrictions of such series. Pursuant to the foregoing general authority vested in the Board of Directors, but not in limitation of the

powers conferred on the Board of Directors thereby and by Florida law, the Board of Directors is expressly authorized to determine with respect to each series of blank check preferred stock:

(a) the designation or designations of such series and the number of shares (which number from time to time may be decreased by the Board of Directors, but not below the number of such shares then outstanding, or may be increased by the Board of Directors unless otherwise provided in creating such series) constituting such series;

(b) the rate or amount and times at which, and the preferences and conditions under which, dividends shall be payable on shares of such series, the status of such dividends as cumulative or noncumulative, the date or dates from which dividends, if cumulative, shall accumulate, and the status of such shares as participating or nonparticipating after the payment of dividends as to which such shares are entitled to any preference;

(c) the rights and preferences, if any, of the holders of shares of such series upon the liquidation, dissolution or winding up of the affairs of, or upon any distribution of the assets of, the corporation, which amount may vary depending upon whether such liquidation, dissolution or winding up is voluntary or involuntary and, if voluntary, may vary at different dates, and the status of the shares of such series as participating or nonparticipating after the satisfaction of any such rights and preferences;

(d) the full or limited voting rights, if any, to be provided for shares of such series, in addition to the voting rights provided by law;

(e) the times, terms and conditions, if any, upon which shares of such series shall be subject to redemption, including the amount the holders of shares of such series shall be entitled to receive upon redemption (which amount may vary under different conditions or at different redemption dates) and the amount, terms, conditions and manner of operation of any purchase, retirement or sinking fund to be provided for the shares of such series;

(f) the rights, if any, of holders of shares of such series to convert such shares into, or to exchange such shares for, shares of any other class or classes or of any other series of the same class, the prices or rates of conversion or exchange, and adjustments thereto, and any other terms and conditions applicable to such conversion or exchange;

(g) the limitations, if any, applicable while such series is outstanding on the payment of dividends or making of distributions on, or the acquisition or redemption of, Common Stock or any other class of shares ranking junior, either as to dividends or upon liquidation, to the shares of such series;

(h) the conditions or restrictions, if any, upon the issue of any additional shares (including additional shares of such series or any other series or of any other class) ranking on a parity with or prior to the shares of such series either as to dividends or upon liquidation; and

(i) any other relative powers, preferences and participating, optional or other special rights, and the qualifications, limitations or restrictions thereof, of shares of such

series; in each case, so far as not inconsistent with the provisions of this Restated Certificate or the Chapter 607, Florida Statutes, as then in effect.

2. Of the Blank Check Preferred Shares, 623,000 preferred shares shall be designated with the rights and privileges as detailed on Exhibit A hereto.

## **ARTICLE V DIRECTORS**

The number of directors of the Corporation shall be such as from time to time shall be fixed in the manner provided in the by-laws of the Corporation (the "By-laws"). The election of directors of the Corporation need not be by ballot unless the By-laws so require.

## **ARTICLE VI LIMITATION ON LIABILITY**

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Chapter 607, Florida Statutes, or (iv) for any transaction from which the director derived any improper personal benefit. If the Chapter 607, Florida Statutes is amended after the date of incorporation of the Corporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by Chapter 607, Florida Statutes, as so amended. Any repeal or modification of the foregoing paragraph 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.

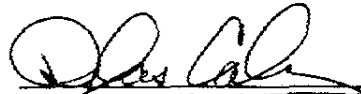
## **ARTICLE VII POWERS OF BOARD OF DIRECTORS**

The Board of Directors shall have those powers delineated in the By-laws, subject to applicable law.

## **ARTICLE VIII INDEMNIFICATION**

The Corporation shall, to the full extent permitted by Chapter 607, Florida Statutes, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto. The indemnification provided by this Article shall not limit or exclude any rights, indemnities or limitations of liability to which any person may be entitled, whether as a matter of law, under the By-laws of the Corporation, by agreement, vote of the shareholders or disinterested directors of the Corporation or otherwise.

This Amended and Restated Certificate of Incorporation of the Corporation is hereby executed by the undersigned on behalf of the Corporation this 8<sup>th</sup> day of January, 2004.

A handwritten signature in black ink, appearing to read "Douglas Calaway", written over a horizontal line.

Name: Douglas Calaway

Its: President

I hereby accept my appointment as registered agent for the Corporation and acknowledge the requirements of such position.

A handwritten signature in black ink, appearing to read "Douglas Calaway", written over a horizontal line.

Douglas Calaway



## **EXHIBIT A**

### **DESIGNATION OF SERIES A PREFERRED STOCK**

**OF**  
C D TRADING CARDS INC.

The President of CD Trading Cards, Inc. (the "Company") hereby states that the following has been approved by the appropriate shareholders and members of the Company's board of directors as required by applicable Florida law for inclusion in the Amended and Restated Articles of Incorporation of the Company:

**A.** Six hundred and twenty-three thousand (623,000) of the authorized shares of Preferred Stock are hereby designated "Series A Preferred Stock" (the "Series A Preferred").

**B.** The rights, preferences, privileges, restrictions and other matters relating to the Series A Preferred are as follows:

#### **1. VOTING RIGHTS.**

**(a) General Rights.** Except as otherwise provided herein or as required by law, the Series A Preferred shall not be entitled to vote on any matters pertaining to the Company.

**(b) Separate Vote of Series A Preferred.** For so long as 623,000 shares of Series A Preferred (subject to adjustment for any stock split, reverse stock split or other similar event affecting the Series A Preferred) remain outstanding, in addition to any other vote or consent required herein or by law, the vote or written consent of the holders of at least a majority of the outstanding Series A Preferred shall be necessary for effecting or validating the following actions:

**(i)** Any amendment, alteration, or repeal of any provision of the Certificate of Incorporation or the Bylaws of the Company (including any filing of a Certificate of Designation), that alters or changes the voting powers, preferences, or other special rights or privileges, or restrictions of the Series A Preferred;

**(ii)** Any increase or decrease in the authorized number of shares of Series A Preferred;

**(iii)** Any authorization or any designation, whether by reclassification or otherwise, of any new class or series of stock or any other securities convertible into equity securities of the Company ranking on a parity with or senior to the Series A Preferred in right of liquidation preference.

**(c) Election of Board of Directors.** For so long as shares of Series A Preferred remain outstanding (subject to adjustment for any stock split, reverse stock split or similar event affecting the Series A Preferred) (i) the holders of Series A Preferred, voting as a separate class, shall be entitled to elect one (1) member of the Company's Board of Directors at each meeting or pursuant to each consent of the Company's shareholders for the election of directors, and to remove from office the director and to fill any vacancy caused by the resignation, death or removal of the director; (ii) the holders of Common Stock, voting as a separate class, shall be entitled to elect all remaining members of the Board of Directors at each meeting or pursuant to each consent of the Company's stockholders for the election of directors, and to remove from

office such directors and to fill any vacancy caused by the resignation, death or removal of such directors.

## **2. LIQUIDATION RIGHTS.**

(a) Upon any liquidation, dissolution, or winding up of the Company, whether voluntary or involuntary, before any distribution or payment shall be made to the holders of any Junior Stock, the holders of Series A Preferred shall be entitled to be paid out of the assets of the Company an amount per share of Series A Preferred equal to the Original Issue Price (as defined in that Agreement for Exchange of Shares executed between the holders of the Series A Preferred and the Company) for each share of Series A Preferred held by them. If, upon any such liquidation, distribution, or winding up, the assets of the Company shall be insufficient to make payment in full to all holders of Series A Preferred of the liquidation preference set forth in this Section 3(a), then such assets shall be distributed among the holders of Series A Preferred at the time outstanding, ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

(b) After the payment of the full liquidation preference of the Series A Preferred as set forth in Section 3(a) above, the assets of the Company legally available for distribution, if any, shall be distributed ratably to the holders of the Junior Stock (as adjusted for any stock, dividends, combinations, splits, recapitalizations and the like with respect to such shares).

(c) The following events shall be considered a liquidation under this Section:

(i) any future sale by one or more shareholders of more than 50% of the issued and outstanding shares entitled to vote which are currently owned as of the time of the issuance of the Series A Preferred (the "Issuance") to any individual or entity not a shareholder at the time of the Issuance; or

(ii) a sale, lease or other disposition of all or substantially all of the assets of the Company.

(iii) a firmly underwritten initial public offering pursuant to an effective registration statement under the Securities Act of 1933, as amended, covering the offer and sale of common stock of the Company for the account of the Company.

(iv) In any of such events, if the consideration received by the Company is other than cash, its value will be deemed its fair market value as determined in good faith by the Board of Directors. Any securities shall be valued as follows:

(A) Securities not subject to investment letter or other similar restrictions on free marketability covered by (B) below:

(1) If traded on a securities exchange or through the Nasdaq National Market, the value shall be deemed to be the average of the closing prices of the securities on such quotation system over the thirty (30) day period ending three (3) days prior to the closing;


(2) If actively traded over-the-counter, the value shall be deemed to be the average of the closing bid or sale prices (whichever is applicable) over the thirty (30) day period ending three (3) days prior to the closing; and

(3) If there is no active public market, the value shall be the fair market value thereof, as mutually determined by the Board of Directors and the holders of at least a majority of the voting power of all then outstanding shares of Preferred Stock.

(B) The method of valuation of securities subject to investment letter or other restrictions on free marketability (other than restrictions arising solely by virtue of a shareholder's status as an affiliate or former affiliate) shall be to make an appropriate discount from the market value determined as above in (A) (1), (2) or (3) to reflect the approximate fair market value thereof, as mutually determined by the Board of Directors and the holders of at least a majority of the voting power of all then outstanding shares of the Series A Preferred Stock.

IN WITNESS WHEREOF, CD TRADING CARDS, INC. has caused this Designation to be signed by the President in Orlando, Florida, this 12<sup>th</sup> day of January, 2004.

CD TRADING CARDS INC.

By   
President