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NAME: ALLEGRO MULTIMEDIA, INC.

EFFECTIVE DATE:

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XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

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8/9/01

ARTICLES OF INCORPORATION
OF
ALLEGRO MULTIMEDIA, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of § 607 of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is ALLEGRO MULTIMEDIA, INC.

SECOND: The street address and mailing address, wherever located, of the principal office of the corporation is 11510 Valencia Drive, Suite B, Seffner, Florida 33584.

THIRD: The number of shares of Common Stock the Corporation is authorized to issue is Ten Million (10,000,000) with a par value of \$0.0001 per share, and the number of shares of Preferred Stock the Corporation is authorized to issue is Five Million (5,000,000) with a par value of \$0.0001 per share with One Million Five Hundred Thousand (1,500,000) being designated as Series A Preferred Stock.

Authority shall be vested with the board of directors to change the class, the number of each class of stock and the voting powers, designations, preferences, privileges, limitations, restrictions, and relative rights of each class of stock at a later date.

Authority shall be vested in the board of directors to change the class, the number of each class of stock and the voting powers, designations, preferences, limitations, restrictions, and relative rights of each class of stock.

There is hereby provided a class of Preferred Stock designated as Series A Preferred Stock (the "Series A Preferred Stock"). The designation of and the number of shares constituting the initial class of, and the rights, preferences, privileges and restrictions relating to, such initial series of Preferred Stock are as follows:

1. Number of Shares.

The number of shares constituting the Series A Preferred Stock is fixed at One Million Five Hundred Thousand (1,500,000) shares.

2. Certain Definitions.

Unless the context otherwise requires, the terms defined in this section 2 shall have, for all purposes of this resolution, the meanings herein specified.

Common Stock. The term "Common Stock" shall mean all shares now or hereafter authorized of any class of Common Stock of the Corporation and any other stock of the Corporation, howsoever designated, authorized after the Issue Date, which has the right (subject always to prior rights of any class or series of preferred stock) to participate in the distribution of the assets and earnings of the Corporation without limit as to per share amount.

Conversion Date. The term "Conversion Date" shall have the meaning set forth in section 5 below.

Conversion Ratio. The term "Conversion Ratio" shall mean the ratio per share of Common Stock used to determine the number of shares of Common Stock deliverable upon conversion of a share of the Preferred Stock, which ratio shall initially be one share of Preferred Stock to one share of Common Stock.

Dividend Payment Date. The term "Dividend Payment Date" shall have the meaning set forth in section 3 below.

Dividend Period. The term "Dividend Period" shall have the meaning set forth in section 3 below.

Issue Date. The term "Issue Date" shall mean the date that shares of Preferred Stock are first issued by the Corporation.

Junior Stock. The term "Junior Stock" shall mean, for purposes of Sections 3 and 7 below, the Common Stock and any other class or series of stock of the Corporation issued after the Issue Date not entitled to receive any dividends in any Dividend Period unless all dividends required to have been paid or declared and set apart for payment on the Preferred Stock shall have been so paid or declared and set apart for payment and, for purposes of sections 3 and 7 below, any class or series of stock of the Corporation issued after the Issue Date not entitled to receive any assets upon the liquidation, dissolution or winding up of the affairs of the Corporation until the Preferred Stock shall have received the entire amount to which such stock is entitled upon such liquidation, dissolution or winding up.

Parity Stock. The term "Parity Stock" shall mean, for purposes of sections 3 and 7 below, any other class or series of stock of the Corporation issued after the Issue Date entitled to receive payment of dividends on a parity with the Preferred Stock and, for purposes of sections 3 and 7 below, any other class or series of stock of the Corporation issued after the Issue Date entitled to receive assets upon the liquidation, dissolution or winding up of the affairs of the Corporation on a parity with the Preferred Stock.

Senior Stock. The term "Senior Stock" shall mean, for purposes of section 7 below, any class or series of stock of the Corporation issued after the Issue Date ranking senior to the Preferred Stock in respect of the right to receive dividends, and, for purposes of section 7 below, any class or series of stock of the Corporation issued after the Issue Date ranking senior to the Preferred

Stock in respect of the right to receive assets upon the liquidation, dissolution or winding up of the affairs of the Corporation.

3. Revenue Distribution Provisions

- (a) Subject to the prior preferences and other rights of any Senior Stock, the holders of Series A Preferred Stock shall be entitled to receive, out of funds legally available for that purpose, cash dividends at the rate of nine percent (9.0%) of the Holder's initial capital investment annually, and no more. Such dividends shall be non-cumulative from the Issue Date and shall be payable when and as declared by the Board of Directors, on December 31 of each year (each such date being herein referred to as a "Dividend Payment Date"), commencing on December 31, 2001. The annual period between consecutive Dividend Payment Dates shall hereinafter be referred to as a "Dividend Period." Each such dividend shall be paid to the holders of record of the Preferred Stock as their names appear on the share register of the Corporation on the corresponding Record Date. As used above, the term "Record Date" means, with respect to the dividend payable on December 31 of each year, the preceding December 1, or such other record date designated by the Board of Directors of the Corporation with respect to the dividend payable on such respective Dividend Payment Date. Dividends on account of arrears for any past Dividend Periods may be declared and paid at any time, without reference to any Dividend Payment Date, to holders of record on such date, not exceeding 50 days preceding the payment date thereof, as may be fixed by the Board of Directors.
- (b) In the event that full cash dividends are not paid or made available to the holders of all outstanding shares of Preferred Stock and of any Parity Stock, and funds available shall be insufficient to permit payment in full in cash to all such holders of the preferential amounts to which they are then entitled, the entire amount available for payment of cash dividends shall be distributed among the holders of the Preferred Stock and of any Parity Stock ratably in proportion to the full amount to which they would otherwise be respectively entitled, and any remainder not paid in cash to the holders of the Preferred Stock shall cumulate as provided in section 3(c) below.
- (c) If, on any Dividend Payment Date, the holders of the Preferred Stock shall not have received the full dividends provided for in the other provisions of this section 3, then such dividends shall cumulate, whether or not earned or declared, with additional dividends thereon for each succeeding full Dividend Period during which such dividends shall remain unpaid. Unpaid dividends for any period less than a full Dividend Period shall cumulate on a day-to-day basis and shall be computed on the basis of a 360-day year.
- (d) So long as any shares of Preferred Stock shall be outstanding, the Corporation shall not declare or pay on any Junior Stock any dividend whatsoever, whether in cash, property or otherwise (other than dividends payable in shares of the class or series upon which such dividends are declared or paid, or payable in shares of Common Stock with respect to Junior Stock other than Common Stock, together with cash in lieu of fractional shares), nor shall the Corporation make any distribution on any Junior Stock, nor shall any Junior Stock be purchased or redeemed by the Corporation or any Subsidiary, nor shall any monies be paid or made available for a sinking fund for the purchase or redemption of any Junior Stock, unless

all dividends to which the holders of Preferred Stock shall have been entitled for all previous Dividend Periods shall have been paid or declared and a sum of money sufficient for the payment thereof set apart.

- (e) Subject to section 3(f), no distributions may be paid to holders of shares of Common Stock unless the holders of shares of Preferred Stock participate in such distributions together with holders of shares of Common Stock to the same extent as if their shares of Preferred Stock were converted into shares of Common Stock (as provided in Section 5 with respect to shares of Series A Preferred Stock, on the record date for determining the holders of Common Stock entitled to such distributions).
- (f) For purposes of this Section 3, unless the context otherwise requires, distribution shall mean the transfer of cash or property without consideration, payable other than in Common Stock, or the purchase or redemption of shares of this Corporation (other than repurchases of Common Stock held by employees or consultants of this Corporation upon termination of their employment or services pursuant to agreements providing for such repurchase) for cash or property, including any such transfer, purchase or redemption by a subsidiary of this Corporation. Each holder of shares of Preferred Stock shall be deemed to have consented, for purposes of the Delaware Statutes, to distributions made by the Corporation in connection with the repurchase of shares of Common Stock issued to or held by employees or consultants upon termination of their employment or services pursuant to agreements providing for such repurchase.
- (g) Upon giving notice to Class A Preferred Stock holders, the Company may authorize or issue shares of any class or series of stock not expressly authorized herein having any preference or priority as to dividends, assets or other rights superior to or on a parity with any such preference or priority of the Preferred Stock, or authorize or issue shares of stock of any class or any bonds, debentures, notes or other obligations convertible into or exchangeable for, or having option rights to purchase, any shares of stock of the Corporation having any preference or priority as to dividends, assets or other rights superior to or on a parity with any such preference or priority of the Class A Preferred Stock. The company, therefore, has discretion, upon notice, to reclassify any class or series of any Junior Stock into Parity Stock or Senior Stock or reclassify any series of Parity Stock into Senior Stock.

4. Liquidation Preference.

- (a) In the event of any liquidation, dissolution or winding up of this Corporation, whether voluntary or involuntary, the holders of shares of each class of Preferred Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets of this Corporation to the holders of the Common Stock by reason of their ownership thereof, an amount per share as may be fixed for such class (the "Preferential Amount") plus an amount equal to all accrued and unpaid distributions thereon. The Preferential Amount is \$5.00 for each share of Series A Preferred Stock.
- (b) If upon the occurrence of such event the assets thus distributed among the holders of the Series A Preferred Stock shall be insufficient to permit the payment to such holders of the full Preferential Amount, then the entire assets of this Corporation legally available for distribution shall be distributed ratably among the holders of the Series A Preferred Stock in

- proportion to the full Preferential Amount each such holder is otherwise entitled to receive.
- (c) If assets remain in this Corporation after the distributions provided for in section 4(a) have been fully made, the holders of Common Stock shall be entitled to receive, prior and in preference to any further distribution of any other of the surplus funds or assets of the Corporation to the holders of Preferred Stock by reason of their ownership thereof, an amount equal to \$0.25 per share (subject to adjustment for stock dividends, stock splits stock combinations or the like). If upon the completion of the distribution required by section 4(a), the assets and funds available to be distributed among the holders of shares of Common Stock shall be insufficient to permit the payment to such holders of the full aforesaid amounts, then the remaining assets and funds of this Corporation legally available for distribution shall be distributed ratably among the holders of the Common Stock in proportion to the full Preferential Amount each such holder is otherwise entitled to receive.
 - (d) If assets remain in the Corporation upon the completion of the distributions contemplated by sections 4(a) and 4(c), the holders of shares of Series A Preferred Stock and the holders of shares of Common Stock shall participate on a pro rata basis in the distribution of all remaining assets of the Corporation legally available for distribution, with the outstanding shares of Series A Preferred Stock treated as though they have been converted into the number of shares of Common Stock, if any, into which they are convertible as of the date of such distribution.

5. Conversion.

The holders of outstanding shares of Series A Preferred Stock shall have conversion rights as follows:

Incidents Causing Conversion

(a) Optional Conversion. There shall be no voluntary conversion rights.

(b) Automatic Conversion

- (i) Each share of Series A Preferred Stock shall automatically be converted into such number of fully paid and nonassessable shares of Common Stock as is determined pursuant to this section 5 upon the closing of the issuance of shares following the effectiveness of a registration statement (other than a registration statement with respect to any securities offered pursuant to any employee purchase, savings, option, bonus, appreciation, profit sharing, thrift, incentive or similar plan of the Corporation) under the Securities Act of 1933, as amended.
- (ii) Cases Creating Automatic Conversion
 - (1) A consolidation, reorganization or merger of this Corporation with or into any other Corporation or Corporations (i) in which the acquiring company is a public company or (ii) in which the stockholders of this Corporation immediately after the transaction own less than fifty percent (50%) of the voting power of the surviving entity,
 - (2) A sale, conveyance or other disposition of all or substantially all of this Corporation's property or business, or
 - (3) A transaction or class of related transactions in which control of this Corporation is transferred (consisting of transfer of at least fifty percent (50%) of the voting power of the Corporation to one person or group of affiliated persons), or

- (4) The Corporation files a registration statement to register its securities with the Federal Securities and Exchange Commission pursuant to the Securities Act of 1933.

(iii) Mechanics of Automatic Conversion

- (1) In the event of an automatic conversion of all outstanding shares of Series A Preferred Stock pursuant to this Section 5, the effective date of such conversion shall be the date of the occurrence of the event that triggered such automatic conversion. Notwithstanding the fact that such conversion shall be deemed to have taken place automatically, each holder of outstanding shares of Series A Preferred Stock so converted shall be obligated to surrender to the Corporation all certificates representing his shares of Series A Preferred Stock so converted, the satisfaction of which obligation shall be a condition to the Corporation's obligation to issue a certificate representing the shares of Common Stock he received upon such automatic conversion.
- (2) Conversion Ratio. Each share of Series A Preferred Stock to be converted into shares of Common Stock shall be converted on the basis of a 1:1 ratio into the number of fully paid and nonassessable shares of Common Stock, with no fractional shares to be issuable upon conversion.
- (3) Notices. In the event of any taking by this Corporation of a record of the holders of any class or class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, this Corporation shall mail to each holder of Series A Preferred Stock, at least 20 days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the amount and character of such dividend, distribution or right. Any notice required by the provisions of this Section 5 to be given to the holders of shares of Series A Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at such holder's address appearing on the books of this Corporation.
- (4) Reservation of Common Stock Issuable Upon Conversion. This Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock solely for the purpose of effecting the conversion of the shares of the Series A Preferred Stock such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series A Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all the outstanding shares of the Series A Preferred Stock, this Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

6. Voting Rights

The holders of the issued and outstanding shares of Preferred Stock shall have no voting rights except as set forth herein and as required by law; provided however that the Corporation may, without the vote or consent of any holders of the Preferred Stock, amend the Corporation's Certificate of Incorporation or file a Certificate of Designation or similar instrument to issue preferred stock of the Corporation which may have rights Junior, Senior, or on Par with the Series A Preferred Stock.

7. Covenants.

In addition to any other rights provided by law, so long as any Preferred Stock is outstanding, the Corporation, without first obtaining the affirmative vote or written consent of the holders of not less than a majority of such outstanding shares of Preferred Stock, will not:

- (a) Amend or repeal any provision of, or add any provision to, the Corporation's Certificate of Incorporation or By-Laws if such action would alter adversely or change the preferences, rights, privileges or powers of, or the restrictions provided for the benefit of, any Preferred Stock, or increase or decrease the number of shares of Preferred Stock authorized hereby;
- (b) Pay or declare any dividend on any Junior Stock (other than dividends payable in shares of the class or series upon which such dividends are declared or paid, or payable in shares of Common Stock with respect to Junior Stock other than Common Stock, together with cash in lieu of fractional shares and dividends not in excess of dividends paid to the Preferred Stock) while the Preferred Stock remains outstanding, or apply any of its assets to the redemption, retirement, purchase or acquisition, directly or indirectly, through subsidiaries or otherwise, of any Junior Stock, except from employees of the Corporation upon termination of employment or otherwise pursuant to the terms of stock purchase or option agreements providing for the repurchase of, or right of first refusal with respect to, such Junior Stock entered into with such employees; or
- (c) Materially change the principal business of the Corporation.

8. Exclusion of Other Rights.

Except as may otherwise be required by law, the shares of Preferred Stock shall not have any preferences or relative, participating, optional or other special rights, other than those specifically set forth in this resolution (as such resolution may be amended from time to time) and in the Corporation's Certificate of Incorporation. The shares of Preferred Stock shall have no preemptive or subscription rights.

9. Headings of Subdivisions.

The headings of the various subdivisions hereof are for convenience of reference only and shall not affect the interpretation of any of the provisions hereof.

10. Severability of Provisions.

If any right, preference or limitation of the Preferred Stock set forth in this resolution (as such resolution may be amended from time to time) is invalid, unlawful or incapable of being enforced by reason of any rule of law or public policy, all other rights, preferences and limitations set forth in this resolution (as so amended) which can be given effect without the invalid, unlawful or unenforceable right, preference or limitation shall, nevertheless, remain in full force and effect, and no right, preference or limitation herein set forth shall be deemed dependent upon any other such right, preference or limitation unless so expressed herein.

11. Status of Reacquired Shares.

Shares of Preferred Stock which have been issued and reacquired in any manner shall (upon compliance with any applicable provisions of the laws of the State of Delaware) have the status of authorized and unissued shares of Preferred Stock issuable in series undesignated as to series and may be redesignated and reissued.

12. Adjustments for Stock Splits, Dividends and Combinations.

The Series A Conversion Prices set forth in Section 5, as adjusted, shall be appropriately adjusted for any share combination or share split of, or any dividend of Series A Preferred Stock with respect to, the Series A Preferred Stock after the effective date hereof.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is 11510 Valencia Drive, Suite B, Seffner, Florida 33584. The name of the initial registered agent of the corporation at the said registered office is Chris Salter.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator is: Chris Salter, 11510 Valencia Drive, Suite B, Seffner, Florida 33584.

SIXTH: The name and the address of the initial Director is: Chris Salter, 11510 Valencia Drive, Suite B, Seffner, Florida 33584.

SEVENTH: The purposes for which the corporation is organized are as follows: To create, market, distribute and license various intellectual properties and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business. To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Date

7/30/01

By

Hal Chris Salter

Chris Salter, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date:

7/30/01

By:

Hal Chris Salter

Chris Salter, Registered Agent

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