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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Brevard County Sports Management Group, Inc.

DOCUMENT NUMBER: _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michael Richman |

(Name of Contact Person)

Brevard County Sports Management Group, Inc.

(Firm/ Company)

1900 S Harbor City Blvd #315

(Address)

Melbourne

(City/ State/ and Zip Code)

Fee 263 270 703

For further information concerning this matter, please call:

Leigh Gerke

(Name of Contact Person)

at (321) 308-0126

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
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(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Articles of Amendment
to
Articles of Incorporation
of

FILED

04 AUG -2 AM 11:08

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Brevard County Sports Management Group, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME:

Sports and Entertainment Management Group, Inc.

1. "Article IV Capital Stock" is hereby deleted in its entirety and the following substituted
therefore:

"ARTICLE IV. CAPITAL STOCK

The total number of shares of all classes of stock that the Corporation shall have the authority to issue is One hundred and twenty million (120,000,000) shares, consisting of:

- (a) One Hundred Million (100,000,000) shares of Common Stock, par value \$0.0001 per share;
- (b) Twenty Million (20,000,000) shares of "blank check preferred stock" par value \$0.0001 per share;

The designations, powers, preferences and relative participating, optional or other special rights, and the qualifications, limitations and restrictions thereof in respect of the Common Stock and the Blank Check Preferred Stock are as follows:

A. 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 Certificate of Incorporation, the Common Stock shall have exclusive voting rights on all matters requiring a vote of stockholders, voting together with the holders of Preferred Stock,

as one class.

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 the laws of the State of Florida, the holders of Common Stock shall have exclusively all other rights of stockholders.

B. 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, and restrictions of such series. Pursuant to the foregoing general authority vested in the Board of Directors, but not in the limitations of the powers conferred on the Board of Directors thereby and by the Florida Business Corporation Act of the State of Florida, the Board of Directors is expressly authorized to determine with respect to each series of blank check preferred stock:
 - 1.1 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 shares then outstanding, or may be increased by the Board of Directors unless otherwise provided in creating such series) constituting such series;
 - 1.2 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;
 - 1.3 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;
 - 1.4 The full or limited voting rights, if any, to be provided for shares of such series, in addition to the voting rights applied by law;

- 1.5 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 rates) 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;
 - 1.6 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;
 - 1.7 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 of such series either as to dividends or upon liquidation, to the shares of such series;
 - 1.8 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
 - 1.9 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 Certificate of Incorporation or the General Corporation Law of the State of Delaware as then in effect.
- C. **ISSUANCE OF CERTIFICATES.** The Board of Directors shall have the authority to issue shares of the capital stock of the Corporation and the certificates therefore subject to such transfer restrictions and other limitations as it may deem necessary to promote compliance with applicable federal and state securities laws, and to regulate the transfer thereof in such manner as may be calculated to promote such compliance or to further any other reasonable purpose."

2. Article VIII is hereby deleted in its entirety and the following substituted therefore:

(Attach additional pages if necessary)

"ARTICLE VIII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 1900 South Harbor City Blvd Suite 315, Melbourne, FL 32901, and the mailing address of the corporation is 1900 South Harbor City Blvd, Suite 315, Melbourne, FL 32901."

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

N/A

The date of each amendment(s) adoption: July 20, 2004

Effective date if applicable: N/A

Adoption of Amendment(s)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders 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 amendments(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 amendments were adopted by the incorporator without shareholder action and shareholder action was not required.

Signed this 29th day of July, 2004.

Signature

Michael A. Richman

Michael A. Richman

(Typed or printed name of person signing)

JUL-26-2004 17:17

S D M & C LLP

212 935 4865 P.07/07

President

(Title of person signing)

FILING FEE: \$35