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Phone:

(561) 417-8119

Fax.

(561) 417-8101

Email:

belden@blankrome.com

May 6, 2003

BY OVERNIGHT DELIVERY

Florida Department of State Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

Re: Pyramid Music Corp.

Dear Representative:

Enclosed are Restated Articles of Incorporation for the above-referenced entity. Our firm's check in the amount of \$35.00 is also enclosed representing payment in full for the filing fee. Please use the overnight return envelope provided to return the certificate to me.

Please feel free to contact me if you have questions or need further information. Thank you in advance for your prompt attention to this matter.

Sincerely

Elena Belde Paralegal

Enclosure

cc: Bruce C. Rosetto, Esq. (w/o enclosures)



FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

May 17, 2004

ELENA BELDEN BLANK ROME LLP 1200 N.FEDERAL HWY., STE.417 BOCA RATON, FL 33432

SUBJECT: PYRAMID MUSIC CORP.

Ref. Number: P03000055628

We have received your document for PYRAMID MUSIC CORP. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

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) 245-6882.

Letter Number: 004A00034155

Maryanne Dickey Document Specialist

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



Phone:

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May 19, 2004

BY OVERNIGHT DELIVERY

Ms. Maryanne Dickey Document Specialist Florida Department of State - Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

Re:

Pyramid Music Corp.

Reference No. P03000055628

Dear Ms. Dickey:

I am in receipt of your correspondence dated May 17, 2004 (copy enclosed) regarding the Restated Articles of Incorporation for the above-referenced entity. I would like to direct your attention to the last paragraph of page 3. of the Restated Articles. We believe that this paragraph satisfies the requirements indicated in your correspondence and respectfully request that you file the document and date stamp the enclosed copy as evidence of such.

If you have any questions or need anything further, please feel free to contact me. Thank you for your assistance.

Very truly_yours,

Elena Belden

Paralegal

Enclosures

cc: Bruce C. Rosetto, Esq. (w/o enclosures)

RESTATED ARTICLES OF INCORPORATION

OF

PYRAMID MUSIC CORP.

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Pyramid Music Corp., a corporation organized and existing under the laws of Florida (the "Corporation"), hereby certifies that:

- 1. The present name of the Corporation is Pyramid Music Corp. The name under which the Corporation was originally incorporated is CRNA Inc.. and the date of filing of its original articles of incorporation with the Secretary of State of Florida is May 20, 2003.
- 2. The Restated Articles of Incorporation have been amended in their entirety except the name of the Corporation has not changed. Such amendment was duly adopted in accordance with Florida Statutes Annotated.
- 3. The Corporation's Articles of Incorporation are hereby restated in its entirety as follows:

FIRST: The name of the corporation is Pyramid Music Corp. (the "Corporation").

SECOND: Its registered office in the State of Florida is located at 2200 NW Corporate Blvd, Suite 309, Boca Raton, FL 33431. The Corporation may maintain an office, or offices, in such other place within or without the State of Florida as may be from time to time designated by the Board of Directors, or by the Bylaws or said Corporation, and that this Corporation may conduct all Corporation business of every kind and nature, including the holding of all meetings of the Board of Directors and shareholders, outside the State of Florida as well as within the State of Florida.

THIRD: The purpose or purposes for which this Corporation is formed are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is 60,000,000 shares, consisting of 10,000,000 shares of Preferred Stock, no par value, as more fully described in Section A. below (the "Preferred Stock"), and 50,000,000 shares of Common Stock, no par value, as more fully described in Section B. below (the "Common Stock").

A. <u>Preferred Stock</u>. The shares of Preferred Stock may be divided and issued from time to time in one or more series as may be designated by the Board of Directors of the Corporation, each such series to be distinctly titled and to consist of the number of shares designated by the Board of Directors. All shares of any one series of Preferred Stock so designated by the Board of Directors shall be alike in every particular, except that shares of any one series issued at different times may differ as to the dates from which dividends thereon (if

any) shall accrue or be cumulative (or both). The designations, preferences and relative, participating, optional or other special rights (if any), of any series of Preferred Stock may differ from those of any and all other series at any time outstanding. The Board of Directors of the Corporation is hereby expressly vested with authority to fix by resolution the powers, designations, preferences and relative, participating, optional or other special rights (if any), and the qualifications, limitations or restrictions thereof (if any), of the Preferred Stock and each series thereof which may be designated by the Board of Directors, including, but without limiting the generality of the foregoing, the following:

- (1) The voting rights and powers (if any) of the Preferred Stock and each series thereof;
- (2) The rates and times at which, and the terms and conditions on which, dividends (if any) on the Preferred Stock, and each series thereof, will be paid and any dividend preferences or rights of cumulation;
- (3) The rights (if any) of holders of the Preferred Stock, and each series thereof, to convert the same into, or exchange the same for, shares of other classes (or series of classes) of capital stock of the Corporation and the terms and conditions for such conversion or exchange, including provisions for adjustment of conversion or exchange prices or rates in such events as the Board of Directors shall determine;
- (4) The redemption rights (if any) of the Corporation and of the holders of the Preferred Stock, and each series thereof, and the times at which, and the terms and conditions on which, the Preferred Stock, and each series thereof, may be redeemed; and
- (5) The rights and preferences (if any) of the holders of the Preferred Stock, and each series thereof, upon the voluntary or involuntary liquidation, dissolution or winding up of the Corporation.
- B. <u>Common Stock</u>. All shares of Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges.
- (1) <u>Dividends</u>. When and as dividends (if any) are declared upon the Common Stock, whether payable in cash, in property or in shares of stock of the Corporation, the holders of Common Stock shall be entitled to share equally, share for share, in such dividends.
- (2) <u>Voting Rights</u>. Each holder of Common Stock shall be entitled to one vote per share.
- (3) <u>Liquidation</u>. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after payment shall have been made to holders of the Preferred Stock of the full amounts to which they shall be entitled as stated and expressed herein or as may be stated and expressed pursuant hereto, the holders of Common Stock shall be entitled, to the exclusion of the holders of the Preferred Stock, to share

ratably according to the number of shares of the Common Stock held by them in all remaining assets of the Corporation available for distribution to its shareholders.

C. Other Provisions. No holder of any of the shares of any class or series of stock or of options, warrants or other rights to purchase shares of any class or series of stock or of other securities of the Corporation shall have any preemptive right to purchase or subscribe for any unissued stock of any class or series or any additional shares of any class or series to be issued by reason of any increase of the authorized capital stock of the Corporation of any class or series, or bonds, certificates of indebtedness, debentures or other securities convertible into or exchangeable for stock of the Corporation of any class or series, or carrying any right to purchase stock of any class or series, but any such unissued stock, additional authorized shares of any class or series of stock or securities convertible into or exchangeable for stock, or carrying any right to purchase stock, may be issued and disposed of pursuant to resolution of the Board of Directors to such persons, firms, corporations or associations, whether any such persons, firms, corporations or associations are holders or others, and upon such terms as may be deemed advisable by the Board of Directors in exercise of its sole discretion.

FIFTH: The governing board of this Corporation shall be known as the Board of Directors, and the number of the Board of Directors may from time to time be increased or decreased in such manner as shall be provided by the Bylaws of this Corporation, provided that the number of the Board of Directors shall be at least one (1).

SIXTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors of the Corporation is expressly authorized and empowered to make, alter or repeal the Bylaws of the Corporation, subject to the power of the shareholders to alter or repeal any Bylaw made by the Board of Directors of the Corporation.

SEVENTH: The Corporation is to have perpetual existence.

EIGHTH: The liability of the Board of Directors of the Corporation for monetary damages for breach of fiduciary duty is eliminated to the fullest extent provided by Florida law. The Board of Directors and officers of the Corporation shall be indemnified by the Corporation against any liability to the fullest extent provided by Florida law.

NINTH: This Corporation reserves the right to amend, alter, change or repeal any provision contained in this Restated Articles of Incorporation, in the manner now or hereafter prescribed by statute, or by this Restated Articles of Incorporation, and all rights conferred upon shareholders herein are granted subject to this reservation.

The number of shares of the Corporation outstanding and entitled to vote on amendments to the Articles of Incorporation is 400; that the said change and amendments have been consented to and approved by a majority vote of the shareholders holding at least a majority of each class of stock outstanding and entitled to vote thereon.

IN WITNESS WHEREOF, Pyramid Music Corp. has caused its corporate seal to be hereunto affixed and this Restated Articles of Incorporation to be signed by its President and attested to by its Secretary as of this 2nd day of January, 2004.

David C, Levy, Presiden

David C. Levy, Secretary