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Restated Articles Mm 10/22/03



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October 16, 2003

VIA UPS NEXT DAY AIR

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

Re: Pyramid Music Corp.

Dear Sir/Madam:

Enclosed please find the Restated Articles of Incorporation for the above-referenced corporation together with a check in the amount of \$43.75, \$35.00 for filing fees and \$8.75 for certified copies. Also enclosed is a self-addressed stamped envelope provided for your convenience to return the certified copy.

Thank you for your cooperation.

Bruce C. Rosetto

Partner

BCR:brf Enclosures

FILED

RESTATED ARTICLES OF INCORPORATION 03 007 17 AM 10: 34

OF

CECRETARY OF STATE

PYRAMID MUSIC CORP.

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, par value \$1.00 per share, as more fully described in Section A. below (the "Preferred Stock"), and 50,000,000 shares of Common Stock, par value \$1.00 per share, 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

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 31st day of August, 2003.

David C. Levy, Presiden

David C. Levy, Secretary