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04 FEB -2 AM 11:42

SECRETARY OF STATE  
TALLAHASSEE, FL 32399

C. Orellana FEB 02 2004

TRANSMITTAL LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: Soul Crew Movement Inc.

DOCUMENT NUMBER: P03000129 664

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

Please return all correspondence concerning this matter to the following:

DONNA Forbes  
(Name of Person)

Forbes Thompson Inc  
(Name of Firm/ Company)

10700 Caribbean Blvd Suite 33189  
(Address)

Miami FL 33189  
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

DONNA Forbes at (305) 253-7852  
(Name of Person) (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 &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
(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



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

January 26, 2004

DONNA FORBES  
FORBES THOMPSON INC.  
10700 CARIBBEAN BLVD., STE. 33189  
MIAMI, FL 33189

SUBJECT: SOUL MOVEMENT CREW, INC.  
Ref. Number: P03000129664

We have received your document for SOUL MOVEMENT CREW, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 704A00004389

RECEIVED  
61 FEB -2 AM 11:19  
DIVISION OF CORPORATIONS

Articles of Amendment to Articles of Incorporation of

**Soul Crew Movement Inc.**

P0300129664

(Document number of corporation)

FILED  
04 FEB - 2 AM 11:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article III Purpose and Powers:**

This corporation is organized for the transaction of any and all Lawful business for which corporations may be incorporated under the laws of the State of **FLORIDA**, as they may be amended from time to time, and specifically but not in Limitation thereof:

**The purpose of this corporation is to provide multi-media & performance services.**

This corporation shall have the broad general powers set forth by regulation and statute in This state.

**Article IV Stock**

I. Capital Stock. The authorized capital stock of the corporation shall be as follows:

The number of Class "A" shares of common voting stock shall be 1,000 shares with a par value of

\$ 1.00 per share;

The number of Class "B" shares of common non-voting stock shall be \_\_\_\_\_ shares with a par value of \$ \_\_\_\_\_ per share.

a) All or any portion of the capital stock may be issued in consideration for cash, real or personal property, services rendered, or any other thing of value for the uses and purposes of the corporation and, when so issued, will become and be fully paid, the same as though paid for in cash at par. The Board of Directors will be the sole judge of the value of any property, services, right or thing acquitted in exchange for capital stock. Payment for the capital stock will be made at such time or times and upon such conditions as the Board of Directors may from time to time designate.

b) The shares of capital stock of the corporation are to be non-assessable. The right to notice of and to vote at any meeting of the shareholders of the corporation shall be vested in the holders of the Class "A" voting stock and every share of Class "A" stock shall have 3equal voting rights, i.e., one vote per share. The Board of Directors shall have the sole authority to determine the manner and method of declaring dividends on the issued stock, but must declare dividends equally on the Class "A" and Class "B" and common stock.

c) In the event of any dissolution or liquidation of the corporation, the assets and funds of the corporation shall be divided among and paid equally to the holders of the Class "a: and Class "B:

The date of each amendment(s) adoption: December 13, 2003

Effective date, if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

**Adoption of Amendment(s) (CHECK ONE)**

- ☐ 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 amendment(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 amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 13 day of December, 2003

Signature

Yannick Brackenridge  
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Yannick Brackenridge  
(Typed or printed name of person signing)

President

(Title of person signing)

MAEVA BENAUD

DIRECTOR/PRESIDENT

**FILING FEE: \$35**

Common Stock, voting, according to the number of shares of common stock held by them respectively.

d) The Class "B" non-voting shareholders shall be entitled to receive notice of and to attend and participate in the discussions at all shareholders meetings.

e) The shareholders of the corporation are to be entitled to preemptive rights, in the event of the issuance and sale of stock of the corporation or securities convertible into stock of the corporation, and each shareholder of the corporation will be entitled to purchase the same proportion of such stock or securities to be sold by the corporation as the proportion of the stock owned by such shareholder bears to the total outstanding stock of the corporation at that time.

f) The shareholders of the corporation at any duly constituted meeting may, by resolution having unanimous approval of all holders of stock outstanding and issued and recorded in writing in the minutes of a meeting, place such restrictions upon the transfer or encumbrance of the capital stock of the corporation as they deem advisable, so long as such restriction is reasonable and not an undue restraint or alienation of stock. At such meeting the shareholders may determine the method by which the restriction upon transfer or encumbrance of the capital stock of the corporation may thereafter be rescinded or modified, and in the absence of such a determination, such restrictions shall be rescinded or modified only by unanimous approval of all the shareholders at a meeting called for such purpose. All such restrictions on the transfer or encumbrance of a stock of this corporation shall be FLORIDA and shall be binding upon every shareholder, his heirs, assigns and personal representatives.

g) The corporation may issue rights and options to purchase shares of common stock of the corporation to directors, officers or employees of the corporation or of any affiliate thereof, and no shareholder approval or ratification of any such issuance of rights and options shall be required.

h) In addition to common stock, the corporation may, for the purpose of financing, from time to time issue bonds which such rights, interest rates, payment schedules, face amounts and maturity dates as the Board of Directors may determine.

**II. Preemptive Rights.** Any preemptive rights that are to be granted to the stockholders are as follows:

**a) Preemptive and Preferential Rights.** No holder of shares of stock of any class shall have preemptive or preferential rights, to subscribe to or purchase any additional shares of any class, or any bonds, or convertible securities of any nature; provided, however, that the Board of Directors may in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

**b) Sale or Transfer.** Before there can be a valid sale or transfer of any of the shares of this corporation by the holders thereof, the holder of the shares to be sold or transferred shall first give notice in writing to the secretary of this corporation of his intention to sell or transfer such shares. Such notice shall specify the number of shares to be sold or transferred the price per share and terms upon which such holder intends to make such sale or transfer. The secretary shall, within five days thereafter, mail or deliver a copy of such notice to each of the other shareholders of record of this corporation. Such notice may be delivered to such shareholder personally or may be mailed to the last known address of such shareholder or shareholders as the same may appear on the books of this corporation. Within forty days after mailing or delivering these notices to such shareholders, any such shareholder or shareholder desiring to acquire any part or all of the shares

referred to in that notice shall deliver by mail or otherwise to the secretary of this corporation a written offer or offers to purchase a specified number or number of such shares at the price and upon the terms stated in that notice.

b1) If the total number of shares specified in such offers exceeds the number of shares referred to in the notice, each offering shareholder shall be entitled to purchase such proportion of the shares referred to in the notice as the number of shares of this corporation which he holds bears to the total number of shares held by all such shareholders desiring to purchase the shares referred to in the notice to the secretary.

b2) If all the shares referred to in the notice to the secretary are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportionate share, as provided above, shall be entitled to purchase such proportion of those shares which remain thus undisposed of, as the total number of shares which he holds bears to the total number of shares held by all the shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.

b3) If none or only part of the shares referred to in the notice to the secretary are purchased, as aforesaid, in accordance with offers made within the forty-day period, the shareholders desiring to sell or transfer may dispose of all shares of stock referred to in that notice not so purchased by the other shareholders to any person or persons he may so desire, provided, however that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in the notice to the secretary.

b4) Any sale or transfer, or purported sale or transfer, of the shares of this corporation shall be null and void unless the terms, conditions prescribed by these bylaws or buy-and-sell agreements signed by the shareholders are strictly observed and followed.

**C) Written Consent.** No sale, lease, conveyance, transfer, exchange or other disposition or all, or substantially all, of the property and assets of this corporation, and no mortgage, deed of trust, pledge or hypothecation of all or substantially all of the property, real or personal, of this corporation shall be made unless approved by the vote or written consent of the shareholders entitled to exercise a majority of the voting power of this corporation.

**d) New Issues of Stock.** As long as the original incorporators own stock in the corporation, it shall not issue new stock unless all incorporators approve that issue.

**e) Endorsement of Stock Certificates.** Upon the issuance of shares, each certificate of capital stock in the corporation shall be endorsed as follow

**NOTICE IS HEREBY GIVEN** that the redemption, sale, assignment, transfer, pledge or other disposition of the shares of capital stock represented by this certificate are subject to certain restrictions which are set forth in the Articles of Incorporation and the Bylaws of this corporation, copies of which are on file in the office of the secretary of the corporation, and the corporation will furnish upon request and without charge a list of designations, preferences, limitations and relative rights.

f) All stock of the corporation shall be subject to these restrictions and have: endorsed thereon the appropriate notice contained in this paragraph.

g) Other preemptive rights adopted by this corporation are as follows:

**NONE**

**III. Other Provisions.** Any other provisions shall be as follows:

a) **Dealings by Directors.** No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation and no act of the corporation shall \*be in any way affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which such director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determine the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

b) **Indemnification of Directors; Limitation.** No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the corporation or its shareholders; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) for authorizing the unlawful payment of a dividend or other distribution on the corporation's capital stock or the unlawful purchase of it's capital stock; (d) a violation of Conflict of Interest Laws; or (e) for any transaction form which the director derived an improper personal benefit. This Article shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date on which this Article becomes effective.

c) **Indemnification of Officers, Employees, Agents.** Subject to the provisions of this Article, the corporation shall indemnify any and all of its existing and former officers, employees and agents against all expenses incurred by them and each of them, including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise. Which may arise or be incurred, rendered or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as officer, employee, or agent of the corporation, whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the corporation whether the legal action brought or threatened is by or in the right of the corporation or by any other person.

Whenever any existing or former officer, employee or agent shall report to the president of the Corporation or the Chairman of the Board of Directors that he or she has incurred or may incur expenses, including, but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her employment as an officer, employee or agent of the corporation, the Board of Directors shall, at its next regular meeting or at a special meeting held within a reasonable time thereafter, determine in good faith whether or not, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent.



If the Board of Directors determines, in good faith that such person did not act, fail to act or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however, that no such indemnification shall be available with respect to liabilities under the Securities Act of 1933 and provided further that the Corporation shall have the right to refuse to provide indemnification would otherwise have been applicable shall have unreasonably refused to permit the corporation, at its own expense and through counsel of its own choosing, to defend him or her in the action.

d) **Miscellaneous Provisions:**

**"NONE"**

IV. Additional Articles. The corporation adopts the following additional articles, required by the laws of this state:

**"NONE"**

**Article V Board of Directors**

**Board of Directors.** The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the bylaws. In the case of any increase in the number of directors, the additional directors shall be elected by the shareholders at an annual or special meeting, as shall be provided for in the bylaws.

The initial Board of Directors shall consist of   2   persons, who shall serve until their successors are qualified according to the bylaws, and whose names and addresses are:

Name

Address

**Yanick Brackenridge, Vice President**

**P.O. Box 960183  
Miramar, FL 33296**

**Maeva Renaud, President**

**P.O. Box 960183  
Miramar, FL 33296**

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**Article VI Amendment of Bylaws**

Both the shareholders and the board of directors shall have the power to amend the bylaws as provided in the bylaws.

**Article VII Incorporators**

The names and addresses of the undersigned incorporator(s) are:

Name

Address

**Maeva Renaud, President**

**P.O. Box 960183  
Miramar, FL 33296**

All powers, duties and responsibilities of the Incorporators shall cease at the time of delivery of this Certificate and Articles of Incorporation to the person or department with whom the Articles are filed.