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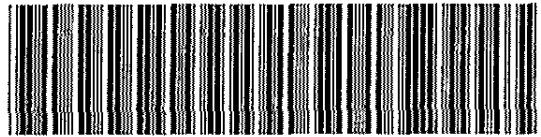
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TALLAHASSEE, FLORIDA

Amen Restak

MAY 10 2005

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Amalgamated Pictures Corp.

DOCUMENT NUMBER: P05000041889

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

Please return all correspondence concerning this matter to the following:

Avery Pack

(Name of Contact Person)

Amalgamated Pictures Corp.

(Firm/ Company)

2789 NE 5th Street

(Address)

Pompano Beach, FL 33062

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Avery Pack

(Name of Contact Person)

at (954) 675-2995

(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
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

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AMALGAMATED PICTURES CORP.**

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act, the Articles of Incorporation, of Amalgamated Pictures Corp., originally filed with the Secretary of State on March 18, 2005, are hereby amended and restated in their entirety as follows.

**ARTICLE I
NAME**

The name of the corporation is Amalgamated Pictures Corp. (hereinafter called the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 3800 Hillcrest Drive, #1023, Hollywood, Florida 33021.

**ARTICLE III
NATURE OF BUSINESS**

The Corporation may engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number of shares of all classes of capital stock that the Corporation is authorized to issue is fifty-five million (55,000,000) shares consisting of (i) fifty million (50,000,000) shares of common stock, par value \$0.0001 per share (the "Common Stock") and (ii) five million (5,000,000) shares of preferred stock, par value \$0.0001 per share (the "Preferred Stock").

All shares of Common stock shall be identical with each other in every respect. The holders of the Common Stock shall be entitled to vote on all matters upon which the shareholders have the right to vote and shall be entitled to one vote for each share of Common Stock. The Common Stock shall be subject to all rights, preferences, powers and priorities of the Preferred Stock.

The Preferred Stock may be issued, from time to time, in one or more series with such designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof, as shall be stated in the resolutions adopted by the Board of Directors providing for the issuance of such Preferred Stock or series thereof, and the Board of Directors is hereby expressly vested with authority to fix such designations,

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preferences and relative, participating, optional or other special rights or qualifications, limitations or restrictions for each series, including, but not by way of limitation, the power to affix the redemption and liquidation preferences, the rate of dividends payable and the time for and the priority of payment thereof and to determine whether such dividends shall be cumulative or not and to provide for and affix the terms of conversion of such Preferred Stock or any series thereof into Common Stock of the Corporation and fix the voting power, if any, of Preferred Stock or any series thereof.

ARTICLE V **DIRECTORS**

The Board of Directors of the Corporation shall consist of at least one Director, with the exact number of Directors to be fixed from time to time in the manner provided in the Company's Bylaws.

ARTICLE VI **SPECIAL MEETINGS** **OF SHAREHOLDERS**

Special meetings of shareholders shall be held if called by the Board of Directors, the Chairman of the Board, or the President of the Corporation, or if the holders of not less than fifty percent (50%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Secretary of the Corporation one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE VII **INDEMNIFICATION**

The Corporation shall, to the fullest extent legally permissible under the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity as a director or officer of the Corporation and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the Corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement or resolution adopted by the shareholders entitled to vote thereon after notice.

ADOPTION: These amended and restated articles of incorporation were adopted on May 5, 2005 and were approved by the shareholders. The number of votes cast for the amendment and restatement of the articles of incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 5th day of May, 2005.

AMALGAMATED PICTURES CORP.

By:

A handwritten signature in black ink, appearing to read 'Avery Pack', written over a horizontal line.

Avery Pack, President