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VIA US MAIL

Registration Section

Division of Corporations

Post Office Box 6327

Tallahassee, Florida 32314

Re: Element Media, Inc. Filings

Dear Sir/Madame:

Please find enclosed:

1. One (1) original of Amendment to Articles of Incorporation for **Element Media, Inc.**; and
2. One (1) check in the amount of forty three dollars and seventy-five cents (\$43.75) to cover the filing fee and to obtain certified copies.

If you should have any questions and/or concerns, please do not hesitate to contact me directly.

Sincerely,



Tom Komninos

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
ELEMENT MEDIA, INC.**

The undersigned, Michael Rabb, President and Founder of ELEMENT MEDIA, INC., a Florida corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Corporation"), does hereby certify:

1. The name of the Corporation is ELEMENT MEDIA, INC.
2. The following provisions of the Articles of Incorporation of the Corporation amended in the following particulars:
3. Article IV entitled SHARES is deleted and replaced with the following:

**"ARTICLE IV
CAPITAL STOCK**

4.1 Authorized Shares: The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be sixty thousand (60,000) shares which are to be divided into two (2) classes as follows:

10,000 shares of Common Stock with a par value of \$.001 per share; and

50,000 shares of Preferred "A" Stock, with a par value of \$.001 per share.

The Board of Directors is expressly authorized, pursuant to Florida Statute § 607.0602, to provide for the classification and reclassification of any unissued shares of Common Stock or Preferred Stock and the issuance thereof in one or more classes or series without the approval or the shareholders of the Corporation, all within the limitations set forth in Florida Statute § 607.0601.

4.2 Common Stock.

(a) Relative Rights. The Common Stock shall be subject to all of the rights, privileges, preferences and priorities of the Preferred Stock as may be set by the Board of Directors and hereafter filed as Articles of Amendment to these Amended and Restated Articles of corporation pursuant to Florida Statute § 607.0602. Except as otherwise provided in these Amended and Restated Articles of Incorporation, each share of Common Stock shall have the same rights as and be identical in all respects to all the other shares of Common Stock.

(b) Voting Rights. Each holder of Common Stock shall, except as otherwise provided by the Florida Business Corporation Act, be entitled to one (1) vote for each share of Common Stock held by such holder.

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(c) Dividends. Whenever there shall have been paid, or declared and set aside for payment, to the holders of the shares of any class of stock having preference over the Common Stock as to the payment of dividends, the full amount of dividends and of sinking fund or retirement payments, if any, to which such holders are respectively entitled in preference to the Common Stock, then the holders of record of the Common Stock and any class or series of stock entitled to participate therewith as to dividends, shall be entitled to receive dividends, when, as, and if declared by the Board of Directors, out of any assets legally available for the payment of dividends thereon.

(d) Dissolution Winding Up. In the event of any dissolution, liquidation, or winding up of the Corporation, whether voluntary or involuntary, the holders of record of the Common Stock then outstanding, and all holders of any class or series of stock entitled to participate therewith in whole or in part, as to the distribution of assets, shall become entitled to participate in the distribution of assets of the Corporation remaining after the Corporation shall have paid, or set aside for payment, to the holders of any class of stock having preference over the Common Stock in the event of dissolution, liquidation, or winding up, the full preferential amounts (if any) to which they are entitled, and shall have paid or provided for payment of all debts and liabilities of the Corporation.

4.3 Preferred Stock.

(a) Issuance. Designations. Powers. Etc. Subject to the limitations prescribed by the Florida Business Corporation Act and the provisions of these Amended and Restated Articles of Incorporation, the Board of Directors is expressly authorized, to provide, by resolution and, by filing Articles of Amendment to these Amended and Restated Articles of Incorporation (which, pursuant to Florida Statute § 607.0602(4) shall be effective without shareholder action), for the issuance from time to time of the shares of the Preferred Stock in one or more series, to establish from time to time the number of shares to be included in each such series, and to fix the designations, preferences, conversion' and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and, terms and conditions of redemption relating to the shares of each such series.

The authority of the Board of Directors with respect to each series of Preferred Stock shall include, but not be limited to, setting or changing the following:

(i) the dividend rate, if any, on shares of such series, the times of payment and the date from which, dividends shall be accumulated, if dividends are to be cumulative;

(ii) whether the shares of such series shall be redeemable and, if so, the redemption price and the terms and conditions of such redemption;

(iii) the obligation, if any, of the Corporation to redeem shares of such series pursuant to a sinking fund;

(iv) whether shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or classes, created or uncreated, and, if so, the terms

and conditions for such conversion or exchange, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;

(v) whether the shares of such series shall have voting rights, in addition to the voting rights provided by law, and, if so, the extent or such voting rights;

(vi) the rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding-up of the Corporation; and

(vii) any other relative rights, powers, preferences, qualifications, limitations or restrictions thereof relating to such series.

(b) Dissolution, Liquidation, Winding Up. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Preferred Stock of each series shall be entitled to receive only such amount or amounts as shall have been fixed by the Articles of Amendment to these Amended and Restated Articles of Incorporation or by the resolution or resolutions of the Board of Directors providing for the issuance of such series.

4.4 Shares Acquired by the Corporation. Shares of Common Stock that have been acquired by the Corporation shall become treasury shares and may be resold or otherwise disposed of by the Corporation for such consideration as shall, be determined by the Board of Directors, unless or until the Board of Directors shall by resolution provide that any or all treasury shares so acquired shall constitute authorized, but unissued shares.

4.5 No Preemptive or Appraisal Rights. Except as the Board of Directors may otherwise determine, no shareholder of the Corporation shall have any preferential or preemptive or appraisal right to subscribe for or purchase from the Corporation any new or additional shares of capital stock, or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.”

The foregoing amendments were adopted by a majority of the shareholders and directors by Resolution of the Board of Directors and Shareholders for Issuance of Preferred “A” Shares, Amendment of Article of Incorporation and Adoption of Preferred “A” Shares Stock Subscription Agreement, and the number of votes cast by the shareholders and directors was sufficient for approval.

IN WITNESS WHEREOF, the undersigned President, VP, Secretary, Treasurer & Founder of the Corporation has executed these Articles of Amendment as of this 26th day of December, 2007.

ELEMENT MEDIA, INC.

By: _____

Michael Rabb, as its President, VP, Secretary, Treasurer & Founder

**RESOLUTION OF THE BOARD OF DIRECTORS AND SHAREHOLDERS OF
ELEMENT MEDIA, INC. FOR ISSUANCE OF PREFERRED "A" SHARES,
AMENDMENT OF ARTICLES OF INCORPORATION, AND ADOPTION OF
PREFERRED "A" SHARES STOCK SUBSCRIPTION AGREEMENT**

RESOLVED, that the officers of this corporation are, and each acting alone is, hereby authorized to do and perform any and all such acts, including execution of any and all documents and certificates, as such officers shall deem necessary or advisable, to carry out the purposes and intent of the foregoing resolutions.

RESOLVED FURTHER, that any actions taken by such officers prior to the date of the foregoing resolutions adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed and approved as the acts and deeds of this corporation.

RESOLVED, that this corporation issue and sell 50,000 shares of this corporation's Series "A" Preferred Stock.

IT IS FURTHER RESOLVED, that the shareholders and Board of Directors have commissioned the issuance of a Series "A" Preferred Shares Stock Subscription Agreement, a true and correct copy of which has been disseminated and approved and is hereby ratified in its entirety.

RESOLVED FURTHER, that the Chairman, President, Vice President, or Chief Financial Officer of this corporation be, and each of them acting alone is, hereby authorized, empowered and directed, for and on behalf of this corporation, to take or cause to be taken any and all actions, including, without limitation, the execution, acknowledgement, filing, amendment and delivery of any and all papers, agreements, documents, instruments and certificates, as such officers may deem necessary or advisable to carry out and perform the obligations of this corporation under the Series "A" Preferred Stock Purchase Agreement (and exhibits), consummate the transactions contemplated therein, cause this corporation to comply with the Securities Act of 1933, as amended, and any applicable state securities laws, including any such action or execution, acknowledgement, filing and delivery of documents as may be required to qualify for an exemption from registration or qualification provided there under, and otherwise carry out the purposes and intent of the foregoing resolutions; the performance of any such acts and the execution, acknowledgement, filing and delivery by such officers of any such papers, agreements, documents, instruments and certificates shall conclusively evidence their authority therefore.

WHEREAS, the Board of Directors of Element Media, Inc., has voted in favor of amending Article IV of the Corporation's Articles of Incorporation as set forth below, and

WHEREAS, the shareholders of Element Media, Inc., by this resolution do approve of the amendment proposed by the directors and set out below, it is hereby:

RESOLVED, that Article IV of the Corporation's Articles of Incorporation is amended and shall now provide that:

"ARTICLE IV
CAPITAL STOCK

4.1 Authorized Shares: The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be sixty thousand (60,000) shares which are to be divided into two (2) classes as follows:

10,000 shares of Common Stock with a par value of \$.001 per share; and

50,000 shares of Preferred "A" Stock, with a par value of \$.001 per share.

The Board of Directors is expressly authorized, pursuant to Florida Statute § 607.0602, to provide for the classification and reclassification of any unissued shares of Common Stock or Preferred Stock and the issuance thereof in one or more classes or series without the approval of the shareholders of the Corporation, all within the limitations set forth in Florida Statute § 607.0601.

4.2 Common Stock.

(a) Relative Rights. The Common Stock shall be subject to all of the rights, privileges, preferences and priorities of the Preferred Stock as may be set by the Board of Directors and hereafter filed as Articles of Amendment to these Amended and Restated Articles of Incorporation pursuant to Florida Statute § 607.0602. Except as otherwise provided in these Amended and Restated Articles of Incorporation, each share of Common Stock shall have the same rights as and be identical in all respects to all the other shares of Common Stock.

(b) Voting Rights. Each holder of Common Stock shall, except as otherwise provided by the Florida Business Corporation Act, be entitled to one (1) vote for each share of Common Stock held by such holder.

(c) Dividends. Whenever there shall have been paid, or declared and set aside for payment, to the holders of the shares of any class of stock having preference over the Common Stock as to the payment of dividends, the full amount of dividends and of sinking fund or retirement payments, if any, to which such holders are respectively entitled in preference to the Common Stock, then the holders of record of the Common Stock and any class or series of stock entitled to participate therewith as to dividends, shall be entitled to receive dividends, when, as, and if declared by the Board of Directors, out of any assets legally available for the payment of dividends thereon.

(d) Dissolution Winding Up. In the event of any dissolution, liquidation, or winding up of the Corporation, whether voluntary or involuntary, the holders of record of the Common

Stock then outstanding, and all holders of any class or series of stock entitled to participate therewith in whole or in part, as to the distribution of assets, shall become entitled to participate in the distribution of assets of the Corporation remaining after the Corporation shall have paid, or set aside for payment, to the holders of any class of stock having preference over the Common Stock in the event of dissolution, liquidation, or winding up, the full preferential amounts (if any) to which they are entitled, and shall have paid or provided for payment of all debts and liabilities of the Corporation.

4.3 Preferred Stock.

(a) Issuance. Designations, Powers. Etc. Subject to the limitations prescribed by the Florida Business Corporation Act and the provisions of these Amended and Restated Articles of Incorporation, the Board of Directors is expressly authorized, to provide, by resolution and, by filing Articles of Amendment to these Amended and Restated Articles of Incorporation (which, pursuant to Florida Statute § 607.0602(4) shall be effective without shareholder action), for the issuance from time to time of the shares of the Preferred Stock in one or more series, to establish from time to time the number of shares to be included in each such series, and to fix the designations, preferences, conversion' and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and, terms and conditions of redemption relating to the shares of each such series.

The authority of the Board of Directors with respect to each series of Preferred Stock shall include, but not be limited to, setting or changing the following:

(i) the dividend rate, if any, on shares of such series, the times of payment and the date from which, dividends shall be accumulated, if dividends are to be cumulative;

(ii) whether the shares of such series shall be redeemable and, if so, the redemption price and the terms and conditions of such redemption;

(iii) the obligation, if any, of the Corporation to redeem shares of such series pursuant to a sinking fund;

(iv) whether shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or classes, created or uncreated, and, if so, the terms and conditions for such conversion or exchange, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;

(v) whether the shares of such series shall have voting rights, in addition to the voting rights provided by law, and, if so, the extent or such voting rights;

(vi) the rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding-up of the Corporation; and

(vii) any other relative rights, powers, preferences, qualifications, limitations or restrictions thereof relating to such series.

(b) Dissolution, Liquidation, Winding Up. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Preferred Stock of each series shall be entitled to receive only such amount or amounts as shall have been fixed by the Articles of Amendment to these Amended and Restated Articles of Incorporation or by the resolution or resolutions of the Board of Directors providing for the issuance of such series.

4.4 Shares Acquired by the Corporation. Shares of Common Stock that have been acquired by the Corporation shall become treasury shares and may be resold or otherwise disposed of by the Corporation for such consideration as shall, be determined by the Board of Directors, unless or until the Board of Directors shall by resolution provide that any or all treasury shares so acquired shall constitute authorized, but unissued shares.

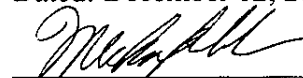
4.5 No Preemptive or Appraisal Rights. Except as the Board of Directors may otherwise determine, no shareholder of the Corporation shall have any preferential or preemptive or appraisal right to subscribe for or purchase from the Corporation any new or additional shares of capital stock, or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized."

IT IS FURTHER RESOLVED, that the shareholders by this resolution do hereby authorize and direct the Chairperson and Secretary of this meeting to make, execute and acknowledge a sealed certificate of the Corporation setting out the above resolution and to do everything necessary for the certificate to be filed with the appropriate State office.

IT IS FURTHER RESOLVED, that, once the amendment has been filed and recorded with the appropriate State office, a duplicate copy of the amendment as returned by the appropriate State official shall be attached to the minutes of this meeting.

IN WITNESS THEREOF, I have affixed my name as President, VP, Secretary, Treasurer & Founder of Element Media, Inc.

Dated: December 12, 2007.



Michael Rabb