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TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

RHM Productions, Inc.

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**ARTICLES OF INCORPORATION
OF
RHM PRODUCTIONS INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, being desirous of associating ourselves together for the purpose of becoming a corporation for profit under the laws of the State of Florida, do make, subscribe and acknowledge these Articles of Incorporation, pursuant to Chapter 607 of the Florida Business Corporation Act, and other applicable provisions of the Corporation Law of the State of Florida, and acts amendatory thereof and supplemental thereto.

FIRST: The name of the corporation is:

RHM PRODUCTIONS INC.

SECOND: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the corporation laws of the State of Florida..

THIRD:

A. The corporation shall be authorized to issue the following shares:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
Preferred	5,000,000	\$0.0001
Class A Common Stock ("Class A Common" or "Class A Common Stock")	76,000,000	\$0.0001
Class B Common Stock ("Class B Common" or "Class B Common Stock	19,000,000	\$0.0001

The Class A Common and Class B Common are collectively referred to as "Common Stock".

B. The Board of Directors is authorized, subject to any limitations prescribed by law, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the State of Florida, to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences, and rights of the shares of each such series and any qualifications, limitations or restrictions thereon. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then

outstanding) by the affirmative vote of the holders of a majority of the outstanding shares of Common Stock without a vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to the certificate or certificates establishing the series of Preferred Stock.

C. Shares of Preferred Stock acquired by the Corporation by reason of redemption, purchase, conversion or otherwise may be reissued, and all such shares shall be authorized but unissued shares, or treasury stock, as applicable.

D. Except as otherwise provided herein, the number of authorized shares of Class A Common, Class B Common or preferred stock may be increased or decreased (but not below the number of shares thereof then outstanding or reserved for issuance upon reclassification or conversion of the Class B Common or any series of preferred stock, or upon the exercise of outstanding options, warrants or other instruments or securities outstanding from time to time that are convertible into, or exchangeable for Common Stock or preferred stock) by the affirmative vote of a majority of the combined voting power of outstanding shares of capital stock of the Corporation entitled to vote thereon, voting as a single class irrespective of the provisions of law.

Section 2. Class A Common and Class B Common Identical.

A. Except as expressly provided herein, Class A Common and Class B Common shall be identical in all respects.

B. No dividend or other distribution may be declared or paid on any share of Class A Common unless at the same time a dividend or other distribution, equal to such dividend or distribution, subject to the following proviso, is simultaneously declared or paid, as the case may be, on each share of Class B Common, nor shall any dividend or other distribution be declared or paid on any share of Class B Common unless at the same time a dividend or other distribution equal to such dividend or distribution, subject to the following proviso, is simultaneously declared or paid, as the case may be, on each share of Class A Common, in each case without preference or priority of any kind; provided, however, that if a dividend or other distribution payable in shares of any class of Common Stock or in rights, options, warrants or other securities convertible into or exchangeable or exercisable for shares of Common Stock shall be declared with respect to the Common Stock, the dividend or other distribution payable to holders of Class A Common shall be payable in shares of Class A Common or in rights, options, warrants or other securities convertible into or exchangeable or exercisable for shares of Class A Common, as the case may be, and the dividend or other distribution payable to holders of Class B Common shall be payable in shares of Class B Common or in rights, options, warrants or other securities convertible into or exchangeable or exercisable for shares of Class B Common, as the case may be.

Section 3. Common Stock Voting Rights

A. The holders of shares of Class A Common and the holders of Class B Common shall vote together as a class on all matters submitted to a vote of the stockholders of the Corporation, except that the holders of the Class A Common shall be entitled to one (1) vote for each share held in any stockholder vote in which any such holder is entitled to participate and the holders of Class B Common shall be entitled to five (5) votes for each share held in any stockholder vote in which any such holder is entitled to participate.

B. The powers, preferences, and rights of Class A Common and of Class B Common cannot be modified or changed without the affirmative vote of a majority of the Class as to which such modification or change applies voting as a class in addition to the affirmative vote of a majority of the outstanding shares entitled to vote generally at a stockholders meeting.

Section 4. Conversion Of Class B Common

A. For purposes of this Article THIRD, Section 4, the terms listed below shall have the following definitions:

"AFFILIATE" means, with respect to any Person, any other Person that, directly or indirectly, through one or more intermediaries, Controls, or is Controlled by, or is under common Control with, such Person. The term "AFFILIATE" shall not include the Corporation or any of its subsidiaries.

"CHANGE OF CONTROL" with respect to a particular Person, means any transaction or event (or series of related transactions or events) occurring as a result of which (i) any Person acting singly or as a party of a "partnership, limited partnership, syndicate or group" (within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934), acquires (by purchase, reorganization, merger, combination, consolidation or otherwise) or for the first time controls or is able to vote (directly or through nominees, beneficial ownership, proxy or contract) fifty percent (50%) or more of the aggregate of all outstanding voting securities of such Person; (ii) the sale, disposition, lease, exchange, or other transfer of all or substantially all the assets of such Person; or (iii) the approval by the stockholders, partners, or members, as the case may be, of such Person of any plan or proposal for the liquidation or dissolution of such Person.

"CONTROL" (including with correlative meaning, the terms "CONTROLLING", "CONTROLLED BY" and "UNDER COMMON CONTROL WITH"), as used with respect to any Person, means the possession, directly or indirectly, of the power to direct or cause the direction of the management policies of a Person, whether through the ownership of voting securities, by contract or otherwise.

"CONVERSION EVENT" means, with respect to Class B Common Stock held by any Person, (i) any Transfer of such Class B Common to a Person who, immediately prior to such transfer, is not a Permitted Transferee or (ii) a Change of Control of such Person which is an entity or the general partner, manager or controlling stockholder, interest holder or member, as the case may be, of such Person; provided, however, that a Conversion Event shall not include a transfer pursuant to a merger, consolidation or other restructuring of the Corporation with or into one or more entities (whether or not the Corporation is the surviving entity).

"PERMITTED TRANSFEREE" means (i) a holder of Class B Common at the time of the Transfer; (ii) in the case of a Person that is an entity, an Affiliate of such Person; or (iii) in the case of a Person that is an individual, such Person's spouse, siblings, descendants or parents or the estate of such Person or any trust established by such Person or any trustee (including a trustee of a voting trust), custodian, executor, fiduciary or foundation for the benefit of such Person or such Person's spouse, siblings, descendants or parents or the estate of such Person.

"PERSON" means any natural person and any corporation, partnership, limited liability company, joint venture, trust, unincorporated organization and any other entity or organization.

"TRANSFER" means any direct or indirect sale, transfer, assignment, grant of participation interest in, option, pledge, hypothecation, encumbrance or other disposition (including, without limitation, through merger, consolidation, combination, liquidation or otherwise); other than a pledge or other grant of security interest necessary in connection with a company debt financing transaction.

B. 1. Upon the occurrence of a Conversion Event, each share of Class B Common subject to such Conversion Event shall automatically convert into one share of Class A Common. Upon the occurrence of any Conversion Event, the holder or holders of Class B Common affected thereby shall promptly comply with the procedures for conversion of Class B Common to Class A Common as set forth in Article THIRD, Section C

2. Each holder of Class B Common shall be entitled at any time to convert any or all of the shares of such holder's Class B Common into the same number of shares of Class A Common by electing to do so in accordance with the procedures set forth in Article THIRD, Section C

C. 1. In connection with each conversion of shares of Class B Common into shares of Class A Common, the certificate or certificates representing the shares to be

converted shall be surrendered at the principal office of the Corporation at any time during normal business hours. In the case of an automatic conversion pursuant to this Article THIRD, Section A, the Class B Common shares shall be deemed to have been converted into Class A Common shares upon the occurrence of the Conversion Event, notwithstanding the failure of the stockholder to surrender the certificates for the Class B Common so automatically converted. In the case of an elective conversion pursuant to this Article THIRD, Section 5 B 2, the surrender of the certificate or certificates representing such Class B Common shall be accompanied by a written notice by the holder of such shares stating that the holder desires to convert the shares, or a stated number of the shares, of such Class B Common represented by such certificate or certificates into shares of Class A Common.

2. Each conversion pursuant to a Conversion Event shall be deemed to have been effected as of the date on which such Conversion Event occurred. Each elective conversion pursuant to Section 5 B 2 shall be deemed to have been effected as of the close of business on the date on which such certificate or certificates have been surrendered and the corresponding notice has been received. Immediately upon the conversion of Class B Common into Class A Common, the rights of the holder of the converted Class B Common with respect to the shares so converted shall cease and the Person or Persons in whose name or names the certificate or certificates for shares of Class A Common are to be issued upon such conversion shall be deemed to have become the holder or holders of record of the shares of Class A Common represented thereby.

3. For each conversion effected pursuant to a Conversion Event, promptly after the surrender of certificates, the Corporation shall issue and deliver the certificate or certificates for the Class A Common issuable upon such conversion. For each conversion effected pursuant to an elective conversion under Article THIRD Section 5 B 2 promptly after the surrender of certificates and the receipt of written notice, the Corporation shall issue and deliver in accordance with the surrendering holder's instructions (a) the certificate or certificates for the Class A Common issuable upon such conversion and (b) a certificate representing any Class B Common which was represented by the certificate or certificates delivered to the Corporation in connection with such conversion but which was not converted.

4. The issuance of certificates for Class A Common upon conversion of Class B Common will be made without charge to the holders of such shares for any issuance tax in respect thereof or other cost incurred by the Corporation in connection with such conversion and the related issuance of Class A Common.

5. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Class A Common, solely for the purpose of issuance upon the conversion of the Class B Common, such number of shares of Class A Common

issuable upon the conversion of all outstanding Class B Common. All shares of Class A Common which are so issuable shall, when issued, be duly and validly issued, fully paid and nonassessable and free from all taxes, liens and charges. The Corporation shall take all such actions as may be necessary to assure that all such shares of Class A Common may be so issued without violation of any applicable law or governmental regulation or any requirements of any domestic securities exchange or automatic quotation system upon which shares of Class A Common may be listed or quoted (except for official notice of issuance which will be immediately transmitted by the Corporation upon issuance).

6. The Corporation shall not close its books against the transfer of shares of common stock in any manner which would interfere with the timely conversion of any shares of Class B Common.

Section 5. Legends On Certificates

A. Each certificate for shares of any class of stock may bear such legends as may be required or appropriate.

B. Each certificate for shares of Class B Common shall bear a legend on the reverse side thereof reading substantially as follows:

"The shares of Class B Common Stock represented by this certificate may not be transferred to any person in connection with a transfer that does not meet the qualifications set forth in Article THIRD of the Certificate of Incorporation, as amended, of this Corporation. Any person who receives such shares in connection with a transfer that does not meet the qualifications prescribed by Article THIRD is not entitled to own or to be registered as the holder of such shares of Class B Common Stock, and such shares of Class B Common Stock shall automatically convert into an equal number of shares of Class A Common Stock. Each holder of this certificate, by accepting the same, accepts and agrees to all of the foregoing. A copy of the Certificate of Incorporation will be provided to a stockholder upon written request made to the Corporation."

Section 6. Subdivisions, Combinations, Consolidations Or Reclassifications

The Corporation may not subdivide, combine, consolidate or reclassify one class of Common Stock without subdividing, combining, consolidating or reclassifying the other class of Common Stock on an equal per share basis. Without limiting the generality of the foregoing, (1) in the event the outstanding shares of one class of Common Stock are subdivided or reclassified into a greater number of shares of such Common Stock, then and in each such case the Corporation shall effect a corresponding subdivision or reclassification of the outstanding shares of the other class of Common Stock into a greater number of shares of such class on an equal and proportionate basis; and (2) in the event the outstanding shares of one class of Common Stock are combined, consolidated or reclassified into a lesser number of shares of such Common Stock, then and in each such case the Corporation shall effect a corresponding combination, consolidation or reclassification of the outstanding shares of the other class of Common Stock into a lesser number of shares of such class on an equal and proportionate basis.

FOURTH: The address of the initial registered office of this corporation in this state is c/o United Corporate Services, Inc., 9200 South Dadeland Blvd., Suite 508, Miami, Florida 33156 and the name of the registered agent at said address is United Corporate Services, Inc.

FIFTH: The street address of the initial principal office of this corporation (wherever located) is 17154 Avenue LeRivage, Boca Raton, FL 33496.

SIXTH: The name and address of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Fredric J. Gruder	55 Elm Street, Huntington, NY 11743

SEVENTH: Any person who was or is a party or is threatened to be made a party to any proceeding, (whether or not by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be entitled to be indemnified by the corporation to the full extent then permitted by law against liability incurred in connection with such proceeding, including any appeal thereof. Such right of indemnification shall incur whether or not the claim asserted is based on matters which antedate the adoption of this Article SEVENTH. In furtherance of the foregoing, and not in limitation thereof, the Corporation shall advance all defense costs upon such reasonable limitations and conditions (including a right of oversight) as it may impose. Such right of indemnification shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall incur to the benefit of the heirs and personal representatives of such a person. The indemnification provided by this Article SEVENTH shall not be deemed exclusive of any other rights which may be provided

now or in the future under any provisions currently in effect or hereafter adopted by the By-Laws, by any agreement, by vote of stockholders, by resolution of disinterested directors, by provision of law, or otherwise.

EIGHTH: No director of the corporation shall be personally liable to the corporation or any other person for monetary damages for breach of fiduciary duty as a director, except for liability (i) for a violation of criminal law, unless the director has reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, (ii) for any transaction from which the director directly or indirectly derived an improper personal benefit, (iii) under section 607.144 of the Florida General Corporation Act, (iv) for conscious disregard for the best interest of the corporation or willful misconduct, or (v) for recklessness or an act or omission which was committed in bad faith or with a malicious purpose or in a matter exhibiting wanton and willful disregard of human, rights, safety, or property.

IN WITNESS WHEREOF, the undersigned has this twenty-fourth of March, 2009 made and subscribed these Articles of Incorporation at Huntington, New York for the uses and purposes aforesaid.



Fredric J. Glader

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ACCEPTANCE AS REGISTERED AGENT
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RHM Productions Inc.

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: March 4, 2009

United Corporate Services, Inc.



Michael A. Barr, President

9200 South Dadeland Blvd., Suite 508
Miami, Florida 33156