

To: FL Dept. of State
Subject: 0164-113
Division of Corporations

From: Katie Von...

Day, October 16, 2009

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

TV GOODS HOLDING CORPORATION

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF TV GOODS HOLDING CORPORATION**

The undersigned, being the sole incorporator of a corporation to be formed under the Florida Business Corporations Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation is TV GOODS HOLDING CORPORATION.

**ARTICLE II
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III
PURPOSE**

The Corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

401 East Las Olas Boulevard, Suite 1650
Fort Lauderdale, Florida 33301

**ARTICLE V
CAPITAL STOCK**

The maximum number of shares that the Corporation shall be authorized to issue and have outstanding at any one time shall be One Hundred Twenty Million (120,000,000) shares, of which:

(i) One Hundred Million (100,000,000) shares shall be designated Common Stock, \$0.0001 par value. Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders;

(ii) Twenty Million (20,000,000) shares shall be designated Preferred Stock. The Board of Directors of the Corporation, by resolution or resolutions, at any time and from time to time, shall be authorized to divide and establish any or all of the unissued shares of Preferred Stock into one or more series and, without limiting the generality of the foregoing, to fix and determine the designation of each such share, the number of shares which shall constitute such series and certain preferences, limitations and relative rights of the shares of each series so established.

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**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is: 401 East Las Olas Boulevard, Suite 1650, Fort Lauderdale, Florida 33301. The name of the Corporation's registered agent at that office is: Brian Pearlman.

**ARTICLE VII
INITIAL DIRECTORS**

The initial directors of the Corporation shall be Kevin Harrington, Tim Harrington and Alan Jacobs.

**ARTICLE VIII
AFFILIATED TRANSACTIONS**

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

**ARTICLE IX
CONTROL SHARE ACQUISITIONS**

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this October 16, 2009.



Brian Pearlman, Incorporator

October 16, 2009
Date

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Brian Pearlman, Registered Agent

October 16, 2009
Date