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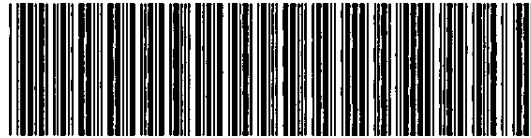
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DIVISION OF CORPORATIONS  
17 FEB 27 AM 9:23

COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Red Giant Entertainment, Inc.

DOCUMENT NUMBER: P12000043266

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

Please return all correspondence concerning this matter to the following:

Benny R. Powell

\_\_\_\_\_  
Name of Contact Person

Red Giant Entertainment, Inc.

\_\_\_\_\_  
Firm/ Company

614 E. Hwy. 50, Suite 235

\_\_\_\_\_  
Address

Clermont, FL 34711

\_\_\_\_\_  
City/ State and Zip Code

benny@redgiantentertainment.com

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

\_\_\_\_\_  
Name of Contact Person at (\_\_\_\_\_) \_\_\_\_\_  
Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy<br>is enclosed) |
|---|--|---|--|

Mailing Address

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Street Address

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
RED GIANT ENTERTAINMENT, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
17 FEB 27 AM 9:29

RED GIANT ENTERTAINMENT, INC., a corporation organized and existing under the Florida Business Corporation Act (the "Corporation"), does hereby certify:

1. The Corporation's original Articles of Incorporation were made effective on May 9, 2012 with the Florida Department of State, Division of Corporations.
2. In accordance with the provisions of §§ 607.1003, 607.1006, and 607.1007 of the Florida Business Corporation Act, the Corporation's Board of Directors recommended, and the number of votes cast for the amendment by the shareholders was sufficient for approval, of the following amendments and the restatement of the Corporation's Articles of Incorporation:

**FIRST: Name.**

The name of the corporation shall be:

**RED GIANT ENTERTAINMENT, INC.**

(hereinafter the "Corporation").

**SECOND: Duration, Purpose.**

**Section 2.1. Duration.** The existence of the Corporation commenced upon the effective date of filing of its Articles of Incorporation with the Florida Department of State, Division of Corporations. The existence of the Corporation shall be perpetual.

**Section 2.2. Purpose.** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (FBCA).

**THIRD: Capital Stock.**

**Section 3.1. Authorized Shares.** The total number of shares of stock that the

Corporation shall have authority to issue is TWENTY BILLION (20,000,000,000) shares.

**Section 3.2. Issuance of Shares.** The board of directors has authority to authorize and direct the issuance by the Corporation of shares of Preferred Stock and Common Stock at such times, in such amounts, to such persons, for such consideration as the board of directors shall determine to be adequate, and upon such terms and conditions as the board of directors may, from time to time, determine, subject only to the restriction, limitations, conditions and requirements imposed by the FBCA, other applicable laws and these Articles, as the same may, from time to time, be amended. Upon the receipt by the Corporation of the consideration for which the board authorized the issuance of shares of Preferred Stock or Common Stock, such shares shall be deemed fully paid and non-assessable.

**Section 3.3. Distributions.** The board of directors has authority to authorize and direct the payment of dividends and the making of other distributions by the Corporation in respect of the issued and outstanding shares of Preferred Stock (i) at such times, in such amount and forms, from such sources and upon such terms and conditions as it may, from time to time, determine upon, subject only to the restrictions, limitations, conditions and requirements imposed by the FBCA other applicable laws and these Articles, as the same may, from time to time, be amended, and (ii) in shares of the same class or series or in shares of any other class or series without obtaining the affirmative vote or the written consent of the holders of the shares of the class or series in which the payment or distribution is to be made.□

**Section 3.4. Share Repurchases.** The board of directors has authority to authorize and direct the acquisition by the Corporation of the issued and outstanding shares of Preferred Stock and Common Stock at such times, in such amounts, from such persons, for such considerations, from such sources and upon such terms and conditions as the board of directors may, from time to time, determine upon, subject only to the restrictions, limitations, conditions and

requirements imposed by the FBCA, other applicable laws and these Articles, as the same may, from time to time, be amended. Such acquired shares of the Corporation will be deemed cancelled automatically unless specifically reissued by action of the board of directors.

**Section 3.5. Common Stock.** Of the total number of authorized shares, the aggregate number of shares of common stock (referred to herein as “Common Stock”) that the Corporation shall have authority to issue is NINETEEN BILLION EIGHT HUNDRED MILLION (19,800,000,000) with a par value of \$0.0001 per share. Except as otherwise required by law or as otherwise provided in the terms of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation, the holders of Common Stock shall exclusively possess all voting power, and each share of Common Stock shall have one vote. The Common Stock shall not have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

**Section 3.6. Preferred Stock.** Of the total number of authorized shares, the aggregate number of shares of preferred stock (referred to herein as “Preferred Stock”) that the Corporation shall have authority to issue is TWO HUNDRED MILLION (200,000,000) with par value of \$0.0001 per share.

**A. Board Authorized to Fix Terms.** The Board of Directors is authorized, subject to limitations prescribed by law, by resolution or resolutions to provide for the issuance of shares of preferred stock in one or more series, and, by filing a certificate when required by the FBCA, 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 the qualifications, limitations or restrictions thereof. The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

1. the number of shares constituting that series, including the authority to increase or decrease such number, and the distinctive designation of that series;

2. the dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, the date or dates from which they shall be cumulative and the relative rights of priority, if any, in the payment of dividends on shares of that series;

3. the voting rights, if any, of the shares of that series in addition to the voting rights provided by law and the terms of any such voting rights;

4. the terms and conditions, if any, upon which shares of that series shall be convertible or exchangeable for shares of any other class or classes of stock of the Corporation or other entity, including provision for adjustment of the conversion or exchange rate upon the occurrence of such events as the Board of Directors shall determine;

5. the right, if any, of the Corporation to redeem shares of that series and the terms and conditions of such redemption, including the date or dates upon or after which they shall be redeemable and the amount per share payable in case of redemption, which amount may vary according to different conditions and different redemption dates;

6. the obligation, if any, of the Corporation to retire shares of that series pursuant to a retirement or sinking fund or fund of a similar nature for the redemption or purchase of shares of that series and the terms and conditions of such obligation;

7. the rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, in the payment of shares of that series;

8. the preemptive or preferential rights, if any, of the holders of shares of such series to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or

hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock with the Corporation, and

9. any other rights, preferences and limitations of the shares of that series as may be permitted by law.

**B. Dividend Preference.** Dividends on outstanding shares of preferred stock shall be paid or declared and set apart for payment before any dividends shall be paid or declared and set apart for payment on shares of common stock with respect to the same dividend period.

**C. Relative Liquidation Preference.** If, upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the assets available for distribution to holders of shares of preferred stock of all series shall be insufficient to pay such holders the full preferential amount to which they are entitled, then such assets shall be distributed ratably among the shares of all series of preferred stock in accordance with their respective priorities and preferential amounts (including unpaid cumulative dividends, if any) payable with respect thereto.

**D. Reissuance of Preferred Stock.** Subject to the conditions or restrictions on issuance set forth in the resolution or resolutions adopted by the Board of Directors providing for the issue of any series of shares of Preferred Stock, shares of Preferred Stock of any series that have been redeemed or repurchased by the Corporation (whether through the operation of a sinking fund or otherwise) or that, if convertible or exchangeable, have been converted or exchanged in accordance with their terms, shall be retired and have the status of authorized and unissued shares of Preferred Stock of the same series and maybe reissued as a part of the series of which they were originally a part or may, upon the filing of an appropriate certificate with the Florida Department of State, Division of Corporations, be reissued as part of a new series of shares of Preferred Stock to be created by resolution or resolutions of the Board of Directors or as part of any other series of shares of Preferred Stock.

**E. Series Z-Designated Preferred Stock.**

1. Designation; Rank. This series of Preferred Stock shall be designated and known as "Series Z Preferred Stock." The number of shares constituting the Series Z Preferred shall be 100,000,000 shares. Except as otherwise provided herein, the Series Z Preferred shall, with respect to rights on liquidation, winding up and dissolution, rank senior to the Corporation's common stock, par value \$0.0001 per share (the "Common Stock"). The number of shares constituting such series may, unless prohibited by the Articles or by applicable law of the State of Florida and subject to Section 3 herein, be increased or decreased from time to time by a resolution or resolutions of the Board, provided, that no decrease shall reduce the number of shares of Series Z Preferred to a number less than the number of shares then outstanding plus the number of shares issuable upon the exercise of outstanding options, rights, or warrants, or upon the conversion of any outstanding securities issued by the Corporation convertible into shares of Series Z Preferred. Shares of Series Z Preferred repurchased or redeemed by the Corporation shall be canceled and shall revert to authorized but unissued shares of Preferred Stock, undesignated as to series, subject to reissuance by the Corporation as shares of Preferred Stock of any one or more series other than the Series Z Preferred.

2. Liquidation Preference.

(a) Upon the liquidation, dissolution or winding up of the business of the Corporation, whether voluntary or involuntary, each holder of shares of Series Z Preferred shall be entitled to receive, for each share thereof, out of assets of the Corporation legally available therefor, a preferential amount in cash equal to (and not more than) the Original Issue Price (as defined below). All preferential amounts to be paid to the holders of shares of Series Z Preferred in connection with such liquidation, dissolution or winding up shall be paid before the payment or setting apart for payment of any amount for, or the distribution of any assets of the Corporation to the holders of (i) any other class or series of capital stock whose terms expressly provide that the holders of Series Z Preferred



should receive preferential payment with respect to such distribution (to the extent of such preference) and (ii) the Common Stock. If upon any such distribution the assets of the Corporation shall be insufficient to pay the holders of the outstanding Series Z Preferred (or the holders of any class or series of capital stock ranking on a parity with the Series Z Preferred as to distributions in the event of a liquidation, dissolution or winding up of the Corporation) the full amounts to which they shall be entitled, such holders shall share ratably in any distribution of assets in accordance with the sums which would be payable on such distribution if all sums payable thereon were paid in full.

(b) The Series Z Preferred "Original Issue Price" to the initial holder, Mark Fischbach (the "Initial Holder"), shall be \$0.03 per share. Subsequent issuances of Series Z Preferred shares may thereafter be sold to the initial holder or to others at such other price as then may be determined by the Board, with all subsequent purchases and their purchasers referred to as "Subsequent Purchasers."

(c) Any distribution in connection with the liquidation, dissolution or winding up of the Corporation, or any bankruptcy or insolvency proceeding, shall be made in cash to the extent possible. Whenever any such distribution shall be paid in property other than cash, the value of such distribution shall be the fair market value of such property as determined in good faith by the Board.

(d) For purposes hereof, any transaction or series of related transactions that constitute (i) the sale, conveyance, exchange, lease or other transfer of all or substantially all of the assets of the Corporation taken as a whole; or (ii) any acquisition of the Corporation by means of a consolidation, stock exchange, stock sale, merger or other form of corporate reorganization of the Corporation with any other entity in which the Corporation's stockholders prior to the consolidation or merger own less than a majority of the voting securities or economic interests of the surviving entity (or, if the surviving entity is wholly-owned subsidiary of another corporation following such merger or

consolidation, the parent corporation of such surviving entity) (any such event, a "Reorganization Event") shall be deemed to be a liquidation unless otherwise determined by the holders of at least a majority of the shares of Series Z Preferred then outstanding.

3. Voting. Subject to the applicable rules and published guidance of (i) any national securities exchange on which the Corporation's common stock is listed; or (ii) any automated inter-dealer quotation system on which the Corporation's common stock is quoted:

(a) For as long as the Initial Holder of Series Z Preferred continues to hold 5,000,000 shares of Series Z Preferred:

(i) On all matters submitted to a vote of the holders of the Common Stock, including, without limitation, the election of directors, the Initial Holder of Series Z Preferred shall be entitled to the number of votes on such matters equal to the number of shares of the Series Z Preferred held by such holder multiplied by the Factor (as defined below), on the record date for the determination of stockholders entitled to vote on such matters or, if no such record date is established, at the date such vote is taken or any written consent of stockholders is solicited. The Initial Holder of Series Z Preferred shall not vote as a separate class, but shall vote with the holders of the Common Stock, except as otherwise set forth herein, as required by law or as set forth in the Articles.

(ii) The "Factor" shall be 100, as equitably adjusted for any reorganization, recapitalization, reclassification, stock dividend, stock split, reverse stock split, combination or other like changes in the Corporation's capital structure. By way of illustration, and not in limitation, of the foregoing (a) if the Corporation effectuates a 2:1 forward split of its Common Stock, thereafter, the Factor adjusted to equal twice the Factor immediately prior to such split; (b) if the Corporation effectuates a 1:10 reverse split of its Common Stock, thereafter, the Factor shall be adjusted to equal one-tenth times what it had been calculated to be immediately prior to such split.

(iii) The Initial Holder of the Series Z Preferred

shall have the right to appoint one member to the Board (such appointee, the "Series Z Director"). The Series Z Director may be removed without cause by, and only by, the affirmative vote of Initial Holder of the Series Z Preferred, given pursuant to a written consent of such Initial Holder. If the Series Z Director has not been elected or the Series Z directorship is vacant for any reason, such directorship may not be filled by stockholders of the Corporation other than by the Initial Holder of Series Z Preferred, voting exclusively and as a separate class. Subject to the specific voting rights of any other preferred stock of the Corporation, including Series Z Preferred held by shareholders other than the Initial Holder, the holders of record of the shares of Common Stock and of any other class or series of voting stock, exclusively and voting together as a single class, shall be entitled to elect the balance of the total number of directors of the Corporation.

(b) For all subsequent and other holders of Series Z Preferred:

(i) On all matters submitted to a vote of the holders of the Common Stock, including, without limitation, the election of directors, the holder of Series Z Preferred shall be entitled to the number of votes on such matters equal to the number of shares of the Series Z Preferred held by such holder multiplied by the Factor (as defined below), on the record date for the determination of stockholders entitled to vote on such matters or, if no such record date is established, at the date such vote is taken or any written consent of stockholders is solicited. The holder of Series Z Preferred shall not vote as a separate class, but shall vote with the holders of the Common Stock, except as otherwise set forth herein, as required by law or as set forth in the Articles.

(ii) The "Factor" shall be 100, as equitably adjusted for any reorganization, recapitalization, reclassification, stock dividend, stock split, reverse stock split, combination or other like changes in the Corporation's capital structure. By way of illustration, and not in limitation, of the foregoing (a) if the Corporation effectuates a 2:1 forward split of its Common

Stock, thereafter, the Factor adjusted to equal twice the Factor immediately prior to such split; (b) if the Corporation effectuates a 1:10 reverse split of its Common Stock, thereafter, the Factor shall be adjusted to equal one-tenth times what it had been calculated to be immediately prior to such split.

4. Protective Provisions. In addition to any other voting rights provided herein, by law, or in the Articles, the Corporation shall not, without the vote or consent of the holders of a majority of the shares of Series Z Preferred then outstanding:

(a) Increase the total number of authorized shares of Series Z Preferred or any series of preferred stock with a senior liquidation preference or greater voting rights (any "Senior Preferred") than the Series Z Preferred;

(b) Authorize or create (by reclassification or otherwise) any Senior Preferred;

(c) Approve any Reorganization Event or voluntary liquidation or dissolution of the Corporation;

(d) Approve any repurchase with respect to the Series Z Preferred (except as otherwise provided in the Articles or pursuant to a Redemption (as defined below)); or

(e) Amend or repeal any provision of or add any provision to the Articles or the Bylaws of the Corporation if such action would adversely affect the rights, privileges, preferences or restrictions created for the benefit of the Series Z Preferred.

5. Redemption. To the extent that the Corporation in good faith determines to submit an application to have its common stock listed on a national securities exchange or quoted on an inter-dealer quotation system of any national securities association and reasonably determines that the voting rights set forth in this Designation would cause the Corporation's application to be rejected under the applicable rules and published guidance of such national securities exchange or national securities association, the Corporation shall have the option

of redeeming the Series Z Preferred Stock for the Redemption Price (as defined below), payable at each holder's option either (i) in cash; or (ii) in shares of common stock equal to the number of shares of Series Z Preferred Stock held by such holder multiplied by the Factor. As used herein, "Redemption Price" means the number of shares of Series Z Preferred Stock held by such holder multiplied by the product of the Factor and the average closing price of the Common Stock for the ten trading days immediately preceding the Redemption Payment Date. The Redemption Price shall be due and payable or issuable, as the case may be, within five trading days of the date on which the notice of the payment therefor is provided by such holder (the "Redemption Payment Date").

6. No Reissuance of Series Z Preferred. Any shares of Series Z Preferred acquired by the Corporation by reason of purchase, conversion or otherwise shall be cancelled, retired, and eliminated from the shares of Series Z Preferred that the Corporation shall be authorized to issue. All such shares shall upon their cancellation become authorized but unissued shares of preferred stock and may be reissued as part of a new series of preferred stock subject to the conditions and restriction on issuance set forth in the Articles or in any certificate of determination creating a series of preferred stock or any similar stock or as otherwise required by law.

7. Severability. If any right, preference or limitation of the Series Z Preferred set forth herein is invalid, unlawful or incapable of being enforced by reason of any rule, law or public policy, all other rights, preferences and limitations set forth herein that can be given effect without the invalid, unlawful or unenforceable right preference or limitation shall nevertheless remain in full force and effect, and no right, preference or limitation herein shall be deemed dependent upon any other such right, preference or limitation unless so expressed herein.

8. No Other Preferences. The shares of the Class Z Preferred shall have no other preferences, rights, restrictions, or qualifications, except as otherwise provided by law or the Articles.

**FOURTH: Corporate Address, Registered Office, and Agent.**

The street address of the Corporation's principal office shall be 614 E. Hwy 50, Suite 235, Clermont, Florida 34711.

The street address of the Corporation's registered office and the Corporation's registered agent at that address shall be InvestmentAttorneys, SunTrust Plaza, Suite 1050, 201 Alhambra Circle, Coral Gables, Florida 33134.

**FIFTH: Directors.**

The authorized number of Directors of the Corporation shall be not less than one nor more than seven. The exact number of Directors may be fixed within the limits specified by resolution adopted by the vote of the majority of Directors in office or by the vote of holders of shares representing a majority of the voting power at any annual meeting, or any special meeting called for such purpose. No reduction of the number of Directors shall have the effect of removing any Director prior to the expiration of his or her term. The exact number of Directors shall be six until changed as provided in this Section. The Bylaws may provide for the appointment of a provisional director.

The names and addresses of the directors of the Corporation, who shall hold office until their respective successors have been elected and qualified or until their earlier resignations or removals from office are:

Mr. Benny R. Powell  
614 E. Hwy 50, Suite 235  
Clermont, Florida 34711

Mr. David Campiti  
614 E. Hwy 50, Suite 235  
Clermont, Florida 34711

Mr. Chris Crosby  
614 E. Hwy 50, Suite 235  
Clermont, Florida 34711

Mr. Isen Robbins  
614 E. Hwy 50, Suite 235  
Clermont, Florida 34711

Ms. Aimee Schoof  
614 E. Hwy 50, Suite 235

Mr. Mark Fischbach  
614 E. Hwy 50, Suite 235

Clermont, Florida 34711

Clermont, Florida 34711.

**SIXTH: Limitation of Directors' and Officers' Liability**

A director or officer of the Corporation shall not be personally liable to the Corporation or its stockholders for damages for breach of fiduciary duty as a director or officer, but this Article shall not eliminate or limit the liability of a director or officer for (i) acts or omissions which involve intentional misconduct, fraud or a knowing violation of law or (ii) the unlawful payment of distributions. Any repeal or modification of this Article by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation for acts or omissions prior to such repeal or modification.

**SEVENTH: Indemnification.**

Every person who was or is a party or is threatened to be made a party to or is involved in any action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, or representative of the Corporation, shall be indemnified and held harmless to the fullest extent legally permissible under the law of the State of Florida from time to time against all expenses, liability and loss (including attorney's fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him or her in connection therewith. Such right of indemnification shall be a contract right that may be enforced in any manner desired by such person. Such right of indemnification shall not be exclusive of any other right which such directors, officers, or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any Bylaw, agreement, vote of stockholders, provision of law or otherwise, as well as their rights under this Article. Without limiting the application of the foregoing, the board of directors may adopt Bylaws from time to time with respect to indemnification to provide at

all times the fullest indemnification permitted by the law of the State of Florida and may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, or representative of the Corporation, is or was a director, officer, or representative of the Corporation as a director of officer of another corporation, or as the Corporation's representative in a partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.

**EIGHTH: Incorporator.**

The name and address of the incorporator of the Corporation is:

Mr. Benny R. Powell  
614 E. Hwy 50, Suite 235  
Clermont, Florida 34711.

**NINTH: Adoption and Amendment of Bylaws**

The board of directors is expressly granted the exclusive power to adopt, amend or repeal the Bylaws of the Corporation.

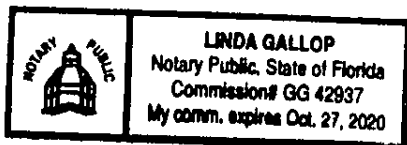
**TENTH: Amendment of Articles of Incorporation.**

From time to time any of the provisions of these Amended and Restated Articles of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted in the manner and at the time prescribed by said law, and all rights at any time conferred upon the stockholders of the Corporation by these Amended and Restated Articles of Incorporation are granted subject to the provisions of this Article TENTH.

**IN WITNESS WHEREOF**, the Corporation has caused this Amended and Restated



Articles of Incorporation to be signed and attested by its duly authorized officer in Clermont, Florida on this 23<sup>rd</sup> day of February, 2017.



B R P  
Benny R. Powell  
President

STATE OF FLORIDA                    }  
COUNTY OF LAKE                 }     SS:

Sworn to and subscribed before me this 23<sup>rd</sup> day of Feb., 2017, by BENNY R. POWELL.

He personally appeared before me at the time of this notarization. He is:

Personally Known to me \_\_\_\_\_ OR

Produced Identification ✓

Type of Identification Produced: FLDL

Linda Gallop  
Notary Public [signature]

Linda Gallop  
[print name]

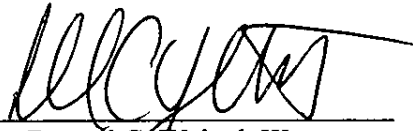
Commission No. GG 42937  
10/27/2020 exp

**ACCEPTANCE BY REGISTERED AGENT**

Having been appointed the registered agent of **RED GIANT ENTERTAINMENT, INC.**,  
the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 1<sup>st</sup> day of February, 2017.

**INVESTMENT ATTORNEYS**

By   
\_\_\_\_\_  
Russell C. Weigel, III  
President