

Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION
GLOBALCAST MEDIA HOLDINGS, INC.

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Estimated Charge	\$78.75

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Globalcast Media Holdings, LLC
13812 SW 8 Street, Suite 101
Miami, Florida 33184

June 12, 2014

Department of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: GLOBALCAST MEDIA HOLDINGS, LLC
and new formation of GLOBALCAST MEDIA HOLDINGS, INC.

Dear Sirs or Madam:

Please be advised that the undersigned are the Managers-Members of GLOBALCAST MEDIA HOLDINGS, LLC. The corporate document number with the Florida Secretary of State is L14000009353. Said company was dissolved on June 6, 2014. Be advised that we have no intention of reinstating the company nor will we file any notice of revocation of the dissolution with the Florida Secretary of State.

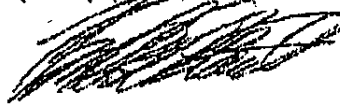
We are also incorporating GLOBALCAST MEDIA HOLDINGS, Inc.

We hereby authorize the formation of GLOBALCAST MEDIA HOLDINGS, Inc.

If we can be of any further assistance in this matter please do not hesitate and let us now.

Thank you for your attention to this matter.

Very truly yours



Bret Stout, Manager/Member



Raul E. Hernandez, Manager/Member

**ARTICLES OF INCORPORATION OF
GLOBALCAST MEDIA HOLDINGS, INC.**

Pursuant to Chapter 607 of the Florida Statutes, the undersigned individual (the "Incorporator", whose name and address are included on the signature page hereto) adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation (hereinafter called the "Corporation") is Globalcast Media Holdings, Inc. The street and mailing address of the initial principal office of the Corporation is 701 Brickell Avenue, Suite 1550, Miami, Florida 33131. The address of the registered office of the Corporation in the State of Florida is 701 Brickell Avenue, Suite 1550, Miami, Florida 33131, and the name of the registered agent of the Corporation in the State of Florida at such address is Raul E. Hernandez.

ARTICLE II

The Corporation is organized for the purpose of transacting any lawful act or activity for which corporations may be incorporated under the State of Florida.

ARTICLE III

A. Classes of Stock. This Corporation is authorized to issue one class of stock to be designated Common Stock ("Common Stock"). The total number of shares of Common Stock that this Corporation shall have authority to issue is 15,000. The Common Stock shall have a par value of \$.001 per share.

B. Dividends. In the event dividends are paid on any shares of Common Stock, the dividend shall be paid with respect to all outstanding shares of Common Stock.

ARTICLE IV

Term of Existence. This Corporation shall have perpetual existence.

ARTICLE V

Directors. The Board of Directors shall consist of 3 members. Election of the members of the Board of Directors shall be subject to the provisions of the Shareholders Agreement of Globalcast Media Holdings, Inc. among the Corporation and its shareholders dated _____, 2014, as may be modified or amended from time to time (the "Shareholders Agreement"). The Board of Directors shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The directors may authorize and require the payment of the reasonable expenses incurred by directors in attending meetings of the directors. Nothing in this Article shall be construed to preclude a director from serving the Corporation in any other capacity and receiving compensation therefor. The initial members of the Board of Directors shall be Bret Stout, Raul Hernandez, and C. Gregory Hackenbracht. C. Gregory Hackenbracht is the Hackenbracht Designee, as such term is defined in the Shareholders

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Agreement.

ARTICLE VI

Amendment. These Articles of Incorporation may be amended as provided by law, provided that every amendment shall be unanimously approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a unanimous vote of each holder of shares of Common Stock, unless all of the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. By way of clarification, in no event shall the shareholders have the unilateral power to amend the Articles without the approval of the Board of Directors.

ARTICLE VII

Restrictive Stock Legend. The Corporation shall cause each certificate evidencing ownership of any of the shares of Common Stock which are now or hereafter outstanding to be imprinted with a legend in the following form:

THE SECURITIES REPRESENTED HEREBY ARE SUBJECT TO THE PROVISIONS OF A SHAREHOLDERS AGREEMENT, AS THE SAME MAY BE AMENDED AND/OR RESTATED FROM TIME TO TIME, INCLUDING THEREIN CERTAIN RESTRICTIONS ON TRANSFER. A COMPLETE AND CORRECT COPY OF SUCH SHAREHOLDERS AGREEMENT IS AVAILABLE FOR INSPECTION AT THE PRINCIPAL OFFICE OF THE CORPORATION AND WILL BE FURNISHED UPON WRITTEN REQUEST AND WITHOUT CHARGE.

THE SECURITIES REPRESENTED HEREBY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED. THE SECURITIES HAVE BEEN ACQUIRED FOR INVESTMENT AND MAY NOT BE REOFFERED, SOLD, TRANSFERRED, PLEDGED, OR ASSIGNED IN THE ABSENCE OF (A) AN EFFECTIVE REGISTRATION STATEMENT FOR THE SECURITIES UNDER SAID ACT OR PURSUANT TO AN AVAILABLE EXEMPTION FROM SUCH REGISTRATION UNDER SAID ACT AND THE STATE SECURITIES ACT OR BLUE SKY ACT OF ANY STATE HAVING JURISDICTION THEREOF, OR (B) AN OPINION OF COUNSEL, REASONABLY SATISFACTORY IN FORM, SCOPE AND SUBSTANCE TO THE CORPORATION, THAT REGISTRATION IS NOT REQUIRED UNDER SAID ACT OR THE SECURITIES ACT OR BLUE SKY ACT OF ANY STATE HAVING JURISDICTION WITH RESPECT THERETO OR PURSUANT TO AN AVAILABLE EXEMPTION FROM REGISTRATION UNDER THE ACT RELATING TO THE DISPOSITION OF SECURITIES.

ARTICLE VIII

Preemptive Rights. The shareholders of the Corporation shall have preemptive rights, as more specifically set forth in the Shareholders Agreement.

IN WITNESS WHEREOF, the undersigned Incorporator has caused these Articles of Incorporation to be executed this 1st day of July, 2014.

By: 

Name: RACHEL E. HERNANDEZ

Title: Incorporator

Address of Incorporator:

701 Brickell Avenue, Suite 1550
Miami, Florida 33131

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Globalcast Media Holdings, Inc. desiring to organize under the laws of the State of Florida, with its registered office of 701 Brickell Avenue, Suite 1505, Miami, Florida 33131, as indicated in the Articles of Incorporation at the City of Miami, County of Miami Dade, State of Florida, has named RAUL HERNANDEZ, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity and agrees to comply with the provision of said statute relative in keeping open said office, and further states that he is familiar with §607.0501, *Florida Statutes*.



RAUL E. HERNANDEZ

FILED
14 JUN 19 PM 1:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA