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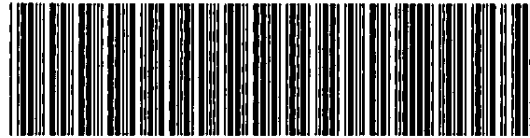
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/27/14 CR

ARTICLES OF INCORPORATION
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be: VGR Media, Inc.

ARTICLE II PRINCIPAL OFFICE

Principal street address

Mailing address, if different is:

3901 SW 47th Avenue

Suite 415

Davie, Florida 33314

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: Any and all lawful business.

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OCT 24 PM 2:27
CLERK OF DISTRICT COURT
DAVIE, FLORIDA

ARTICLE IV SHARES

The number of shares of stock is: 350,000,000 common @ \$0.001 par value; 10,000,000 preferred @ \$0.001 par value. (See attached,

"ADDENDUM TO ARTICLES OF INCORPORATION OF VGR Media, Inc., Article IV Authorized Stock")

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: DROR SVORAI, PRESIDENT Name and Title: DROR SVORAI, TREASURER

Address 3901 SW 47th AVENUE Address: 3901 SW 47th AVENUE
SUITE 415 SUITE 415
DAVIE, FLORIDA 33314 DAVIE, FLORIDA 33314

Name and Title: YANIV NAHON, VP/SECRETARY Name and Title: _____

Address 3901 SW 47th AVENUE Address: _____
SUITE 415 _____
DAVIE, FLORIDA 33314 _____

Name and Title: _____ Name and Title: _____

Address _____ Address: _____

(conti.)

Name and Title: _____ Name and Title: _____

Address _____ Address: _____

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: DROR SVORAI

Address: 3901 SW 47th AVENUE, SUITE 415

DAVIE, FLORIDA 33314

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14 OCT 21 PM 2:27
TALLAHASSEE, FLORIDA

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: DROR SVORAI

Address: 3901 SW 47th AVENUE, SUITE 415

DAVIE, FLORIDA 33314

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

Required Signature/Registered Agent

October 23, 2014
Date

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Required Signature/Incorporator

October 23, 2014
Date

ARTICLES OF INCORPORATION
In compliance with Chapter 607 of the Florida Statutes

ARTICLE I NAME

The name of the corporation shall be:
VGR Media, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:
3901 SW 47th Avenue, Suite 415, Davie, Florida 33314

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: any and all lawful business.

ARTICLE IV SHARES

The number of shares of stock is: 350,000,000 common @ \$0.001 par value; 10,000,000 preferred @ \$0.001 par value. (See attached, "ADDENDUM TO ARTICLES OF INCORPORATION OF VGR MEDIA, INC., Article IV Authorized Stock")

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Dror Svorai, President, Treasurer, Director
Yaniv Nahon, Vice President, Secretary, Director

ARTICLE VI REGISTERED AGENT

Dror Svorai
3901 SW 47th Avenue, Suite 415, Davie, Florida 33314

ARTICLE VII INCORPORATOR

Dror Svorai
3901 SW 47th Avenue, Suite 415, Davie, Florida 33314

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14 OCT 24 PM 2:27
CLERK OF STATE
TALLAHASSEE, FLORIDA

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

Signature/Registered Agent

October 23, 2014

Date

Signature/Incorporator

October 23, 2014

Date

ADDENDUM TO ARTICLES OF INCORPORATION
OF VGR MEDIA, INC.

Article IV Authorized Stock

VGR Media, Inc. (the "Corporation") is authorized to issue two classes of stock.

Common Shares

One class of stock shall be common stock, par value \$0.001, of which the Corporation shall have the authority to issue 350,000,000 shares.

Preferred Shares

The second class of stock shall be preferred stock, par value \$0.001, of which the Corporation shall have the authority to issue 10,000,000 shares.

The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitation, if any, as may be set forth in the bylaws of the Corporation.

Of the 10,000,000 shares of preferred stock authorized, 1,000,000 shall be designated as Series A Preferred Stock, 1,000,000 shares shall be designated as Series B Preferred Stock, and the remainder shall be designated from time to time by the Board of Directors and which shall have the designations, powers, preferences and relative and other special rights and the following qualifications, limitations and restrictions set forth below:

Series A Preferred Stock:

1) Designation and Amounts. The Board of Directors of the Corporation, pursuant to authority granted in the Articles of Incorporation, hereby creates a series of preferred stock designated as Series A Preferred Stock (the "Series A Preferred Stock") with a stated value of \$0.001 per share. The number of authorized shares constituting the Series A Preferred Stock shall be One Million (1,000,000) shares.

2) Dividends. The holders of Series A Preferred Stock shall be entitled to receive dividends, payable via cash or stock in parity with the common stock holders.

3) Voting. Except as otherwise required by law or expressly provided herein, the holders of shares of Series A Preferred Stock shall be entitled to vote on all matters submitted to a vote of the stockholders of the Corporation and shall have ten thousand (10,000) votes for every one (1) Share of Series A Preferred Stock held pursuant to the provisions hereof at 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. Except as otherwise required by law or expressly provided herein, the holders of shares of Series A Preferred Stock and common stock shall vote together as a single class, and not as separate classes.

4) Conversion. The Shares of Series A Preferred Stock are not convertible.

5) Liquidation.

a) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the assets of the Corporation available for distribution to stockholders shall be distributed among the holders of the shares of Series A Preferred Stock and common stock, pro rata based on the number of shares held by each such holder, treating for this purpose all such securities as if they had been converted

to common stock pursuant to the terms hereof immediately prior to such dissolution, liquidation or winding up of the Corporation.

b) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation which will involve the distribution of assets other than cash, the Corporation shall promptly engage an independent appraiser to determine the fair market value of the assets to be distributed to the holders of shares of its capital stock. The Corporation shall, upon receipt of such appraiser's valuation, give prompt written notice to each holder of shares of Series A Preferred Stock of the appraiser's valuation. Any equity securities of other entities to be distributed shall be valued as follows: (i) if the common stock is listed on a national securities exchange or NASDAQ, the last sale price of the common stock in the principal trading market for the common stock on such date or, if there are no sales common stock on that date, then on the next preceding date on which there were any sales of common shares, as reported by the exchange or NASDAQ, as the case may be; or (ii) if the common stock is not listed on a national securities exchange or NASDAQ, but is traded in the over-the-counter market, the closing bid price for the common stock on such date, as quoted by the OTC Bulletin Board or the National Quotation Bureau, Incorporated or similar publisher of such quotations or, if there are no sales common stock on that date, then on the next preceding date on which there were any sales of common shares, as quoted by the OTC Bulletin Board or the National Quotation Bureau, Incorporated or similar publisher of such quotations, as the case may be; or (iii) if the fair market value of the common stock cannot be determined pursuant to clause (i) or (ii) above, such price as the Board of Directors of the Corporation shall reasonably determine, in good faith.

6) Registration Rights. None.

7) Redemption. Series A Preferred Shares are not redeemable.

8) No Impairment. Except and to the extent as waived or consented to by the holder, or as otherwise provided herein, the Corporation shall not by any action, including, without limitation, amending its Articles of Incorporation or Bylaws, or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms of the Series A Preferred Stock, but will at all times in good faith assist in the carrying out of all such terms and in the taking of all such actions as may be necessary or appropriate to protect the rights of holders as set forth in this Certificate of Designations against impairment.

9) Loss, Theft, Destruction of Series A Preferred Stock Certificates. Upon receipt of evidence satisfactory to the Corporation of the loss, theft, destruction or mutilation of shares of Series A Preferred Stock and, in the case of any such loss, theft or destruction, upon receipt of indemnity or security reasonably satisfactory to the Corporation, or, in the case of any such mutilation, upon surrender and cancellation of the Series A Preferred Stock, the Corporation shall make, issue and deliver, in lieu of such lost, stolen, destroyed or mutilated shares of Series A Preferred Stock, new shares of Series A Preferred Stock of like tenor. The Series A Preferred Stock shall be held and owned upon the express condition that the provisions of this Section are exclusive with respect to the replacement of mutilated, destroyed, lost or stolen shares of Series A Preferred Stock and shall preclude any and all other rights and remedies notwithstanding any law or statute existing or hereafter enacted to the contrary with respect to the replacement of negotiable instruments or other securities without the surrender thereof.

10) Notices. The holders of the Series A Preferred Stock shall be entitled to receive all communications sent by the Corporation to the holders of the common stock. Any notice required by the provisions of this Section 10 to be given to the holder of shares of the Series A Preferred Stock shall be deemed given when personally delivered to such holder or five business days after the same has been deposited in the United

States mail, certified or registered mail, return receipt requested, postage prepaid, and addressed to each holder of record at his address appearing on the books of the Corporation.

11) Severability. If any right, preference or limitation of the Series A Preferred Stock 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.

12) Seniority. The Series A Preferred Stock shall be senior to any additional Series of Preferred Stock issued by the Corporation.

Series B Preferred Stock:

1. Designation and Amounts. The series of preferred stock authorized hereunder shall be designated as the "Series B Preferred Stock." The number of shares constituting such series shall initially be one million (1,000,000) which number may from time to time be changed by the Board of Directors. The par value of the Series B Preferred Stock shall be \$.001 par value. All shares of Series B Preferred Stock shall be identical with each other in all respects.

2. Rank. The Series B Preferred Stock shall rank, with respect to dividend rights and rights on liquidation, dissolution and winding-up of the affairs of the Corporation equal to the Common Stock and junior to each class or series of capital stock (except any other class of Series B Preferred Stock) which expressly provides that it ranks senior to the Series B Preferred Stock as to dividends or upon liquidation, dissolution and winding-up, or as to any other right or preference.

3. Conversion. The holders of Series B Preferred Stock shall have conversion rights as follows ("Conversion Rights"):

(a) Automatic Conversion. Each shares of Series B Preferred Stock shall not be convertible unless the Corporation's Certificate of Incorporation has an adequate number of authorized shares of Common Stock available for issuance in an amount sufficient to permit the conversion of all the shares of Series B Preferred Stock, and all other convertible securities and instruments of the Corporation. Conditioned upon the foregoing, each share of Series B Preferred Stock shall automatically convert into one hundred (100) fully paid and nonassessable share of Common Stock of the Corporation.

(b) Mechanics of Conversion. At such time as the conditions described in Section 3(a) shall have occurred, holders of the Series B Preferred Stock shall surrender the certificates therefor, duly endorsed, at the office of the Corporation or of any transfer agent for the Series B Preferred Stock. The Corporation shall, as soon as practicable thereafter, issue and deliver at such office to such holder of Series B Preferred Stock, a certificate or certificates for the number of shares of Common Stock of the Corporation to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date the conditions set forth in Section 3(a) herein have been satisfied and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock as of such date.

(c) No Impairment. This Corporation will not, by amendment of its Certificate of Incorporation or through any reorganization, recapitalization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by this Corporation, but will at all times in good

faith assist in the carrying out of all the provisions of this Section 3 and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Series B Preferred Stock against impairment.

(d) No Fractional Shares. No fractional shares shall be issued upon the conversion of any share or shares of the Series B Preferred Stock and the number of shares of Common Stock to be issued shall be rounded to the nearest whole share. Whether or not fractional shares are issuable upon such conversion shall be determined on the basis of the total number of shares of Series B Preferred Stock the holder is at the time converting into Common Stock and the number of shares of Common Stock issuable upon such aggregate conversion.

(e) Notices of Record Date. In the event the Corporation takes record of the holders of any class of securities for the purpose of determining which holders are entitled to receive any dividend (other than a cash dividend) or other distribution, any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities, property or other right, the Corporation shall mail to each holder of Series B Preferred Stock, at least 20 days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution or right, and the amount and character of such dividend, distribution or right.

(f) Reservation of Stock Issuable Upon Conversion. Solely for the purpose of effecting the conversion of the shares of the Series B Preferred Stock, the Corporation shall at all times, subject to the conditions described in Section 3(a), reserve and keep available out of its authorized but unissued shares of Common Stock, such number of shares of its Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series B Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series B Preferred Stock, the Corporation will take such corporate action as, in the opinion of counsel to the Corporation, may be necessary and authorized to increase its authorized but unissued shares of Common Stock to such number of shares of Common Stock to such number of shares as shall be sufficient for such purposes.

(g) Notices. Any notice required by the provisions of this Section 3 to be given to the holders of shares of Series B Preferred Stock shall be deemed given if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his or her address appearing on the books of this Corporation.

4. Redemption.

(a) Exercise of Redemption Right. Subject to the rights of series of Preferred Stock which may from time to time come into existence, at the option of the Corporation, the Corporation shall have the right to redeem that number of shares of Series B Preferred Stock held by any holder and specified in a written notice of redemption ("Redemption Notice") sent or delivered to the holder, by paying to the holder, in cash, an amount per share of Series B Preferred Stock identified in the Redemption Request, equal to the ten (10) day average closing market ask price for a share of the Corporation's common stock multiplied by 100 for the prior ten (10) days before the date of the Redemption Notice, plus any declared but unpaid dividends on each such share. The total sum payable per share pursuant to a Redemption Request is hereinafter referred to as the "Series B Preferred Stock Redemption Price".

(b) Mechanics of Redemption. Redemption Notices shall be sent or delivered to the holder at such holder's address as set forth in the books of the Corporation. Such Redemption Notice shall be sent at least twenty (20) days prior to the redemption date specified in the Redemption Notice. Each Redemption Notice shall state: (i) the redemption date; (ii) the number of shares to be redeemed; (iii) the

redemption price per share; (iv) the place where certificates may be surrendered for payment of the redemption price; and (v) that the holder's right to convert pursuant to subsection 5 above shall terminate upon the expiration of ten (10) days after receipt of the Redemption Notice. The Corporation shall, as soon as practicable after the redemption date, pay to the holder the Series B Preferred Stock redemption price upon delivery to the Corporation of the certificates of Series B Preferred Stock to be redeemed. Upon payment by the Corporation of the Series B Preferred Stock Redemption Price, all rights in respect of the shares of Series B Preferred Stock redeemed shall cease.

5. Voting Rights. The holders of shares of Series B Preferred Stock shall have the right to one hundred (100) votes for each share of Series B Preferred Stock held, and with respect to such vote, such holder shall have full voting rights and powers equal to the voting rights and powers of the holders of Common Stock, and shall be entitled, notwithstanding any provision hereof, to notice of any stockholders meeting in accordance with the bylaws of this Corporation, and shall be entitled to vote, together with holders of Common Stock, with respect to any question upon which holders of Common Stock have the right to vote. Fractional votes shall not, however, be permitted and any fractional voting rights available on an as-converted basis (after aggregating all shares into which shares of Series B Preferred Stock held by each holder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

6. Common Stock Dividends, Subdivisions, Combinations, etc. In case the Corporation shall hereafter (i) declare a dividend or make a distribution on its outstanding shares of Common Stock in shares of Common Stock, (ii) subdivide or reclassify its outstanding shares of Common Stock into a greater number of shares, or (iii) combine or reclassify its outstanding shares of Common Stock into a smaller number of shares, the number of outstanding shares of Series B Preferred Stock in effect at the time of the record date for such dividend or distribution or of the effective date of such subdivision, combination or reclassification shall be adjusted so that it shall equal the same percentage of shares outstanding determined by multiplying the number of shares of Series B Preferred Stock by a fraction, the denominator of which shall be the number of shares of Common Stock outstanding after giving effect to such action, and the numerator of which shall be the number of shares of Common Stock outstanding immediately prior to such action. Such adjustment shall be made successively whenever any event listed above shall occur.

7. Status of Converted or Redeemed Stock. In the event any shares of Series B Preferred Stock shall be converted or redeemed pursuant to Section 3 or Section 4 hereof, the shares so converted or redeemed shall be canceled and shall be available for issuance by the Corporation in accordance with the Corporation's Certificate of Incorporation.

8. Loss, Theft, Destruction of Series B Preferred Stock Certificates. Upon receipt of evidence satisfactory to the Corporation of the loss, theft, destruction or mutilation of shares of Series B Preferred Stock and, in the case of any such loss, theft or destruction, upon receipt of indemnity or security reasonably satisfactory to the Corporation, or, in the case of any such mutilation, upon surrender and cancellation of the Series B Preferred Stock, the Corporation shall make, issue and deliver, in lieu of such lost, stolen, destroyed or mutilated shares of Series B Preferred Stock, new shares of Series B Preferred Stock of like tenor. The Series B Preferred Stock shall be held and owned upon the express condition that the provisions of this Section are exclusive with respect to the replacement of mutilated, destroyed, lost or stolen shares of Series B Preferred Stock and shall preclude any and all other rights and remedies notwithstanding any law or statute existing or hereafter enacted to the contrary with respect to the replacement of negotiable instruments or other securities without the surrender thereof.

9. Notices. The holders of the Series B Preferred Stock shall be entitled to receive all communications sent by the Corporation to the holders of the common stock. Any notice required by the

provisions of this Section to be given to the holder of shares of the Series B Preferred Stock shall be deemed given when personally delivered to such holder or five business days after the same has been deposited in the United States mail, certified or registered mail, return receipt requested, postage prepaid, and addressed to each holder of record at his address appearing on the books of the Corporation.

10. Severability. If any right, preference or limitation of the Series B Preferred Stock 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.

IN WITNESS WHEREOF, VGR Media, Inc. has caused this Certificate of Designation to be signed by Dror Svorai, its President, this 23rd day of October, 2014.

VGR MEDIA, INC.

By: /s/Dror Svorai
Dror Svorai, President

FILED
14 OCT 24 PM 2:28
SOUTH FLORIDA
TALLAHASSEE, FLORIDA