

P170000 33226

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☐ PICK-UP

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(Business Entity Name)

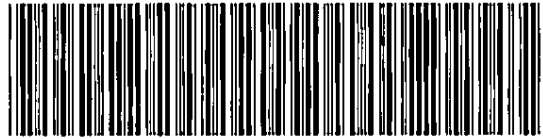
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DEC

2019 DEC 19 AM 10:29

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5:11:05

Amended
&
Resubmitted

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 104915 4309411

AUTHORIZATION :

COST LIMIT : \$35.00

ORDER DATE : December 17, 2019

ORDER TIME : 10:04 AM

ORDER NO. : 104915-005

CUSTOMER NO: 4309411

DOMESTIC AMENDMENT FILING

NAME: DIGITRAX ENTERTAINMENT, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY

XX PLAIN STAMPED COPY

 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kadesha Roberson -- EXT# 62980

EXAMINER'S INITIALS: _____

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DIGITRAX ENTERTAINMENT INC.

Digitrax Entertainment, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), hereby certifies as follows:

1. The name of the corporation is **DIGITRAX ENTERTAINMENT INC.** The Corporation's original Articles of Incorporation (the "Original Articles of Incorporation") were filed with the Department of State of the State of Florida on April 11, 2017.
2. These Amended and Restated Articles of Incorporation of the Corporation (these "A/R Articles") set forth below was approved by the Board of Directors of the Corporation by resolutions effective as of December 21, 2017, in accordance with Section 607.1007 of the Florida Business Corporation Act. There were no voting groups entitled to vote separately hereon and shareholder approval was not required.
3. These A/R Articles amend and restate the provisions of the Original Articles of Incorporation in its entirety as follows:

ARTICLE I

The name of the corporation is Digitrax Entertainment, Inc. (hereinafter called the "Corporation").

ARTICLE II

The principal office and mailing address of the Corporation shall be:

6520 CHAPMAN HIGHWAY
SUITED
KNOXVILLE, TN. 37920

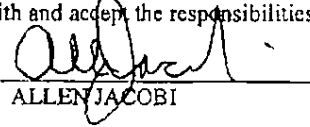
ARTICLE III

This Corporation's registered agent and registered office in the State of Florida shall be:

ALLEN JACOBI
11077 BISCAYNE BLVD.
MIAMI, FL. 33161

2019 DEC 19 AM 10:29
FILED

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: 

ALLEN JACOBI

ARTICLE IV

The nature of the business and the purposes to be conducted and promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "Florida Act").

ARTICLE V

The total number of shares of stock which the Corporation shall have authority to issue is 100,000,000 shares consisting of 90,000,000 shares of common stock, par value \$.0001 per share and 10,000,000 shares of preferred stock, par value \$.0001 per share (the "Preferred Stock").

The board of directors of the Corporation (the "Board of Directors") is expressly authorized to provide for the issuance of the shares of Preferred Stock in one or more series, and, by filing a certificate of designation pursuant to the Florida Act (a "Certificate of Designation"), to establish from time to time the number of shares to be included in each such series, to fix the designation, powers (including voting powers), preferences and relative, participating, optional or other rights, if any, of the shares of each such series and any qualifications, limitations or restrictions thereof, and to increase (but not above the total number of authorized shares of Preferred Stock authorized) or decrease (but not below the number of shares of such series then outstanding) the number of shares of any such series.

Except as otherwise expressly provided in any Certificate of Designation designating any series of Preferred Stock pursuant to the foregoing provisions of this ARTICLE V, any new series of Preferred Stock may be designated, fixed and determined as provided herein by the Board of Directors without approval of the holders of Common Stock or the holders of Preferred Stock, or any series thereof, and any such new series may have powers, preferences and rights, including, without limitation, voting powers, dividend rights, liquidation rights, redemption rights and conversion rights, senior to, junior to or pari passu with the rights of the Common Stock, the Preferred Stock, or any future class or series of Preferred Stock or Common Stock.

ARTICLE VI

The Corporation is to have perpetual existence.

ARTICLE VII

The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of

which those seeking indemnification may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person. The Corporation shall advance expenses to the fullest extent permitted by law. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise.

ARTICLE VIII

To the fullest extent permitted by law, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Without limiting the effect of the preceding sentence, if the Florida Act is hereafter amended to authorize the further elimination or limitation of the liability of a director, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Florida Act, as so amended. No amendment or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE IX

In furtherance and not in limitation of the powers conferred upon the stockholders by statute, the Board of Directors of the Corporation is expressly authorized to make, alter or repeal the bylaws of the Corporation, subject to the power of the stockholders to alter or repeal the bylaws made or altered by the Board of Directors.


ARTICLE X

The number of directors shall be as provided in the Bylaws of the Corporation. The manner of electing or appointing the directors shall be as provided in the Bylaws of the Corporation.

ARTICLE XI

The Corporation shall have those officers designated in the Bylaws of the Corporation.

Dated: December 22, 2017

DIGITRAX ENTERTAINMENT,
INC.
By: 
John Amone, Secretary, Director