

717-000033226

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(Business Entity Name)

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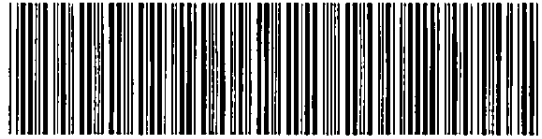
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Special Instructions to Filing Officer.

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2023 OCT -3 AM 9:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: DIGITRAX ENTERTAINMENT, INC.

DOCUMENT NUMBER: P17000033226

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

Please return all correspondence concerning this matter to the following:

STANLEY J. MARCOM

Name of Contact Person

DIGITRAX ENTERTAINMENT, INC.

Firm/ Company

6520 CHAPMAN HIGHWAY, SUITE D

Address

KNOXVILLE, TN 37920

City/ State and Zip Code

SMARCOM@DIGITRAXMAIL.COM

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

For further information concerning this matter, please call:

JOHN S. ARNONE at (732) 310-3099
Name of Contact Person 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 &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|---|--|---|--|

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

DIGITRAX ENTERTAINMENT, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

P17000033226

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co." A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent

(Florida street address)

New Registered Office Address: _____, Florida _____

(City)

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

Check if applicable

☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (c), F.S.

2023 OCT -3 AM 9:19
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CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

☒ Change PT John Doe

☐ Remove V Mike Jones

☒ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

(Attach additional sheets, if necessary). (Be specific)

(Attach additional sheets, if necessary). (Be specific)

(if not applicable, indicate N/A)

See attached "Series B Voting Preferred Stock," dated 1st day of January 2021.

05/05/2017 and 01/10/2021

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the incorporators, or board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval
by _____
(voting group)"

Dated 10/03/2023

Signature _____
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

JOSEPH C. VANGIERI

(Typed or printed name of person signing)

CEO

(Title of person signing)

CERTIFICATE OF DESIGNATION OF PREFERENCES, RIGHTS AND LIMITATIONS

OF

SERIES A CONVERTIBLE PREFERRED STOCK OF

DIGITRAX ENTERTAINMENT, INC.

**PURSUANT TO SECTION 607.0602 OF THE
FLORIDA BUSINESS CORPORATION ACT**

DigiTrax Entertainment, Inc., a corporation organized and existing under Florida Business Corporation Act (hereinafter called the "Corporation"), in accordance with the provisions of Section 607.0602 thereof, DOES HEREBY CERTIFY:

FIRST: This Certificate Of Designation of Preferences, Rights and Limitations of Series A Convertible Preferred Stock of DigiTrax Entertainment, Inc. was adopted by the Board of Directors of the Corporation as of April 15, 2017 in the manner prescribed by Section 607.1002 of the Florida Business Corporation Act. Shareholder action was not required.

SECOND: That pursuant to the authority vested in the Board of Directors of the Corporation in accordance with the provisions of the Amended and Restated Articles of Incorporation, of the Corporation (the "Articles of Incorporation"), the Board of Directors adopted the following resolution as of April 15, 2017 designating 3,000,000 shares of the Company's authorized preferred stock as "Series A Convertible Preferred Stock":

RESOLVED, that pursuant to the authority vested in the Board of Directors of this Corporation in accordance with the provisions of the Articles of Incorporation, a series of Preferred Stock, having a par value of \$0.001 per share, of the Corporation be and hereby is created, and that the designation and number of shares thereof, and the voting and other powers, preferences and relative, participating, optional or other rights of the shares of such series, and the qualifications, limitations and restrictions thereof, are as follows:

TERMS OF

SERIES A CONVERTIBLE PREFERRED STOCK

Three million (3,000,000) shares of the authorized and unissued Preferred Stock of the Corporation are hereby designated "Series A Convertible Preferred Stock" with the following rights, preferences, powers, privileges, restrictions, qualifications, and limitations.

1. Fractional Shares. Series A Convertible Preferred Stock may not be issued in fractional shares. In lieu of any fractional shares to which the holder would otherwise be entitled, fractional share shall be rounded up to a whole share.

2. Dividends. Shares of Series A Convertible Preferred Stock shall be entitled to receive, and the Corporation shall pay, dividends on shares of Series A Convertible Preferred Stock equal to, on an as-if-converted-to-Common-Stock (as defined below) basis, and in the same form as dividends actually paid on shares of the Common Stock when, as and if such dividends are paid on shares of the Common Stock. The Corporation shall pay no dividends on shares of the Common Stock unless it simultaneously complies with the previous sentence.

3. Liquidation, Dissolution, or Winding Up.

(a) Series A Convertible Preferred Stock shall be treated paripassu with the Common Stock in respect of any liquidation, dissolution or winding up of the Corporation (whether voluntarily or involuntarily) except that the payment on each share of Series A Convertible Preferred Stock shall be equal to the amount of the payment on each share of Common Stock.

4. Voting.

The shares of Series A Convertible Preferred Stock shall have no voting rights other than as required by applicable law.

5. Conversion Rate and Adjustments.

(a) *Conversion Rate.* The conversion rate of each Series A Convertible Preferred Stock shall be one (1) share of common stock, par value \$0.001 per share (the "Common Stock"), as adjusted pursuant to this Section 5 for each share of Series A Convertible Preferred Stock so converted.

(b) *Adjustment for Stock Splits and Combinations.* If the Corporation shall at any time or from time to time after the issuance of the Series A Convertible Preferred Stock effect a subdivision of the outstanding Common Stock, the Conversion Rate then in effect immediately before that subdivision shall be proportionately increased. If the Corporation shall at any time or from time to time after the issuance of the Series A Convertible Preferred Stock combine the outstanding shares of Common Stock, the Conversion Rate then in effect immediately before the combination shall be proportionately decreased. Any adjustment under this paragraph shall become effective at the close of business on the date the subdivision or combination becomes effective.

(c) *Adjustment for Merger or Reorganization, etc.* If there shall occur any reorganization, recapitalization, reclassification, consolidation, or merger involving the Corporation in which the Common Stock (but not the Series A Convertible Preferred Stock) is converted into or exchanged for securities, cash, or other property, then, following any such reorganization, recapitalization, reclassification, consolidation, or merger, each share of Series A Convertible Preferred Stock shall

thereafter be convertible, in lieu of the Common Stock into which it was convertible prior to such event, into the kind and amount of securities, cash or other property that a holder of one (1) share of Common Stock of the Corporation immediately prior to such reorganization, recapitalization, reclassification, consolidation, or merger would have been entitled to receive pursuant to such transaction.

6. Mandatory Conversion.

(a) All shares of Series A Convertible Preferred Stock are subject to mandatory conversion as set forth below and are not otherwise convertible. All shares of Series A Convertible Preferred Stock outstanding shall be automatically converted into one (1) share of Common Stock (the "Conversion Rate") on the earlier to occur of (i) the first (1st) Trading Day (as defined below) following the third (3rd) consecutive Trading Day that the Closing Sale Price or the Closing Bid Price (as defined below) of a share of Common Stock on the then Principal Trading Market for the Common Stock is at least \$3.00 per share and (ii) December 31, 2019 (the "Mandatory Conversion Date"). The shares of Series A Convertible Preferred Stock following the Mandatory Conversion Date may not be reissued by the Corporation as shares of such series.

(b) All holders of record of shares of Series A Convertible Preferred Stock shall be given written notice of the Mandatory Conversion Date and the place designated for mandatory conversion of all such shares of Series A Convertible Preferred Stock pursuant to this Section 6. Such notice need not be given in advance of the occurrence of the Mandatory Conversion Date. Such notice shall be sent by first class or registered mail, postage prepaid, or given by electronic communication in compliance with the provisions of the Florida Business Corporation Act, to each record holder of Series A Convertible Preferred Stock. Upon receipt of such notice, each holder of shares of Series A Convertible Preferred Stock shall surrender his, her, or its certificate or certificates for all such shares to the Corporation at the place designated in such notice, and shall thereafter receive certificates for the number of shares of Common Stock to which such holder is entitled pursuant to this Section 6. On the Mandatory Conversion Date, all outstanding shares of Series A Convertible Preferred Stock shall be deemed to have been converted into shares of Common Stock, which shall be deemed to be outstanding of record, and all rights with respect to the Series A Convertible Preferred Stock so converted, including the rights, if any, to receive notices and vote (other than as a holder of Common Stock), will terminate, except only the rights of the holders thereof, upon surrender of their certificate or certificates therefor, to receive certificates for the number of shares of Common Stock into which such Series A Convertible Preferred Stock has been converted. If so required by the Corporation, certificates surrendered for conversion shall be endorsed or accompanied by written instrument or instruments of transfer, in form satisfactory to the Corporation, duly executed by the registered holder or by his, her, or its attorney duly authorized in writing. As soon as practicable after the Mandatory Conversion Date and the surrender of the certificate or certificates for Series A Convertible Preferred Stock, the Corporation shall cause to be issued and delivered to such holder, or on his, her, or its written order, a certificate or certificates for the

number of full shares of Common Stock issuable on such conversion in accordance with the provisions hereof and cash as provided in Section 6(b) in respect of any fraction of a share of Common Stock otherwise issuable upon such conversion.

(c) All certificates evidencing shares of Series A Convertible Preferred Stock that are required to be surrendered for conversion in accordance with the provisions hereof shall, from and after the Mandatory Conversion Date, be deemed to have been retired and cancelled and the shares of Series A Convertible Preferred Stock represented thereby converted into Common Stock for all purposes, notwithstanding the failure of the holder or holders thereof to surrender such certificates on or prior to such date. Such converted Series A Convertible Preferred Stock may not be reissued as shares of such Series, and the Corporation may thereafter take such appropriate action (without the need for stockholder action) as may be necessary to reduce the authorized number of shares of Series A Convertible Preferred Stock accordingly.

(d) No fractional shares of Common Stock shall be issued upon conversion of the Series A Convertible Preferred Stock. In lieu of any fractional shares to which the holder would otherwise be entitled, fractional share shall be rounded up to a whole share.

(e) For purposes of this Section 6, the terms:

- (i) "Closing Sale Price" or Closing Bid Price" means, for any security as of any date, the last closing bid price and last closing trade price, as applicable, for such security on the Principal Trading Market, as reported by Bloomberg, or, if the Principal Trading Market begins to operate on an extended hours basis and does not designate the closing bid price or the closing trade price (as the case may be) then the last bid price or last trade price, as applicable, of such security prior to 4:00:00 p.m., New York time, as reported by Bloomberg, or, if the Principal Trading Market is not the principal securities exchange or trading market for such security, the last closing bid price or last trade price, as applicable, of such security on the principal securities exchange or trading market where such security is listed or traded as reported by Bloomberg, or if the foregoing do not apply, the last closing bid price or last trade price, as applicable, of such security in the over-the-counter market on the electronic bulletin board for such security as reported by Bloomberg, or, if no closing bid price or last trade price, respectively, is reported for such security by Bloomberg, the average of the bid prices, or the ask prices, respectively, of any market makers for such security as reported in the "pink sheets" by OTC Markets Group Inc. (formerly Pink Sheets LLC). If the Closing Bid Price or the Closing Sale Price cannot be calculated for a security on a particular date on any of the foregoing bases, the Closing Bid Price or the Closing Sale Price (as the case may be) of such security on such date shall be the fair market value as determined in good faith by the Board of Directors of the Corporation. All such determinations shall be appropriately adjusted for

any stock splits, stock dividends, stock combinations, recapitalizations or other similar transactions during such period.

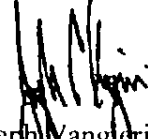
- (ii) "Principal Trading Market" means as of a particular date, the Trading Market on such date that the Common Stock is principally traded or quoted on.
- (iii) "Trading Day" means a day on which the principal Trading Market is open for trading.
- (iv) "Trading Market" means any of the following markets or exchanges on which the shares of Common Stock are listed or quoted for trading on the date in question: the NASDAQ Global Market, the NASDAQ Global Select Market, the NASDAQ Capital Market, the New York Stock Exchange, NYSE Arca, the NYSE MKT, the OTC Bulletin Board, the OTCQX Marketplace, the OTCQB Marketplace, the OTC Pink Marketplace or any other tier operated by OTC Markets Group Inc. (or any successor to any of the foregoing).

7. Waiver, Amendment, Etc. This Certificate of Designation may not be amended and/or otherwise modified except by the affirmative written consent or vote of (i) the holders of 50.1% of the then outstanding shares of Series A Convertible Preferred Stock, and (ii) the Corporation.

RESOLVED, FURTHER, that any executive officer of the Corporation be, and they each hereby are authorized and directed to prepare and file a Certificate of Designation of Preferences, Rights and Limitations in accordance with the foregoing resolution and the provisions of Florida law.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Designation for and on behalf of the Corporation as of this 5th day of May, 2017.

DIGITRAX ENTERTAINMENT, INC.


By: /s/ Joseph Vangieri
Name: Joseph Vangieri
Title: Chief Executive Officer

CERTIFICATE OF DESIGNATION
of the
PREFERENCES, RIGHTS, LIMITATIONS, QUALIFICATIONS AND RESTRICTIONS
of the
SERIES B VOTING PREFERRED STOCK
of
DIGITRAX ENTERTAINMENT INC.

DigiTrax Entertainment Inc, a Florida corporation (the "Corporation"), hereby certifies that, pursuant to the authority conferred upon the Board of Directors of the Corporation (the "Board") by its Articles of Incorporation, on December 19, 2019 the Board duly adopted the following resolution providing for the authorization of one million (1,000,000) shares of the Corporation's Series B Voting Preferred Stock (the "Series B Voting Preferred Stock"):

RESOLVED, that pursuant to the authority vested in the Board by the Corporation's Articles of Incorporation, the Board hereby establishes from the Corporation's authorized class of preferred stock a new series to be known as "Series B Voting Preferred Stock," consisting of One Million (1,000,000) shares, and hereby determines the designation, preferences, rights, qualifications, limitations and privileges of the Series B Voting Preferred Stock of the Corporation to be as follows:

1. Designation and Amount; Designated Holder. Of the Ten Million (10,000,000) shares of the Company's authorized Preferred Stock, \$0.0001 par value per share, One Million (1,000,000) shares is designated as "Series B Voting Preferred Stock," with the rights and preferences set forth below. Only two person(s) or entities is entitled to be designated as the owner of the Series B Voting Preferred Stock (the "Holders"), in whose name the initial certificates representing the Series B Voting Preferred Stock shall be issued. Any transfer of the Series B Voting Preferred Stock to a different Holder must be approved in advance by the Corporation; provided, however, the Holder shall have the right to transfer the Series B Voting Preferred Stock, or any portion thereof, to any affiliate of Holder or nominee of Holder, without the approval of the Corporation.
2. Rank. The Series B Voting Preferred Stock shall rank: (i) senior to all of the Common Stock, par value \$0.0001 per share, of the Corporation ("Common Stock"); (ii) senior to all other classes or series of capital stock of the Corporation currently outstanding (other than Series A preferred Stock) or that specifically provide that it ranks junior to any Series B Voting Preferred Stock (collectively, with the Common Stock, "Junior Securities"); and (iii) junior to the Series A Preferred Stock of the Corporation and any other class or series of capital stock of the Corporation which specifically provides that it will rank senior in preference or priority to the Series B Voting Preferred Stock ("Senior Securities"), in each case as to distribution of any asset or property of the Corporation upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (all such distributions being referred to as "Distributions").
3. Voting Rights. The Holder of the Series B Super Voting Preferred Stock shall be entitled to vote on all matters subject to a vote or written consent of the holders of the Corporation's

Common Stock, and on all such matters, the share of Series B Voting Preferred Stock shall be entitled to One hundred (100) votes per share. The Holder of the Series B Voting Preferred Stock shall vote together with the holders of Common Stock as a single class.

4. Covenants.

(a) The Corporation shall not amend, alter, change or repeal the preferences, privileges, special rights or other powers of the Series B Voting Preferred Stock so as to adversely affect the Series B Voting Preferred Stock, without the written consent of the Holder.

(b) So long as shares of Series B Super Voting Preferred Stock are outstanding, the Corporation shall not, without first obtaining the approval (by vote or written consent, as provided by law) of Holder, which consent may be withheld in the Holder's sole and absolute discretion: (i) dissolve the Corporation or effectuate a liquidation; (ii) alter, amend, or repeal the Certificate of Incorporation of the Corporation; (iii) agree to any provision in any agreement that would impose any restriction on the Corporation's ability to honor the exercise of any rights of the Holder of the Series B Voting Preferred Stock; (iv) do any act or thing not authorized or contemplated by this Certificate which would result in taxation of the Holder of shares of the Series B Voting Preferred Stock under Section 305 of the Internal Revenue Code of 1986, as amended (or any comparable provision of the Internal Revenue Code as hereafter from time to time amended); or (v) issue any securities of the Corporation of any nature or kind, including securities convertible into any capital stock of the Corporation.

5. Dividends. The Holder of the Series B Voting Preferred Stock will not be entitled to participate with the holders of Common Stock in any dividends.

6. Board Rights. The Holder of the Series B Super Voting Preferred Stock, voting as a separate class, shall be entitled to elect one (1) individual to the Board of Directors of the Corporation (the "**Series B Director**"). The Series B Director may be removed at any time as a director on the Board (with or without cause) upon, and only upon, the written request of the Holder of the Series B Voting Preferred Stock. In the event that a vacancy is created on the Board at any time due to the death, disability, retirement, resignation or removal of the Series B Director, then the Holder of the Series B Voting Preferred Stock shall have the right to designate an individual to fill such vacancy. In the event that the Holder of the Series B Voting Preferred Stock shall fail to designate in writing a representative to fill the vacant Series B Director seat on the Board, then such Board seat shall remain vacant until such time as the Holder of the Series B Voting Preferred Stock elects an individual to fill such seat in accordance with this Section 6, and during any period where such seat remains vacant, the Board nonetheless shall be deemed duly constituted.

7. Severability. If any right, preference or limitation of the Series B Voting 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.

8. Amendment and Waiver. This Certificate of Designation shall not be amended, either directly or indirectly or through merger or consolidation with another entity, in any manner that

would alter or change the powers, preferences or special rights of the Series B Voting Preferred Stock so as to affect them materially and adversely without the consent of the Holder. Subject to the preceding sentence, any amendment, modification or waiver of any of the terms or provisions of the Series B Voting Preferred Stock shall be binding upon the Holder.

9. Replacement. Upon receipt of evidence reasonably satisfactory to the Corporation (an affidavit of the registered Holder shall be satisfactory) of the ownership and the loss, theft, destruction, or mutilation of any certificate evidencing shares of Series B Voting Preferred Stock, and in the case of any such loss, theft or destruction upon receipt of indemnity reasonably satisfactory to the Corporation (provided that if the Holder is a financial institution or other institutional investor its own agreement shall be satisfactory) or in the case of any such mutilation upon surrender of such certificate, the Corporation, at its expense, shall execute and deliver in lieu of such certificate a new certificate of like kind representing the number of shares of such Series represented by such lost, stolen, destroyed or mutilated certificate and dated the date of such lost, stolen, destroyed or mutilated certificate.

10. Notices. Any notice required by the provisions of this Certificate of Designation shall be given in certified mail.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Designation for and on behalf of the Corporation as of this 1st day of January 2021.

DIGITRAX ENTERTAINMENT, INC.

By: _____

Name: Joseph Vangieri

Title: Chief Executive Officer