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Division of Corporations  
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TALLAHASSEE, FLORIDA

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AGENT MEDIA CORPORATION

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Corporate Filing Menu

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## COVER LETTER

**TO: Amendment Section  
Division of Corporations**

NAME OF CORPORATION: Agent Media Corporation

DOCUMENT NUMBER: P96000072665

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

**Please return all correspondence concerning this matter to the following:**

Name of Contact Person

Firm/ Company

**Address**

City/ State and Zip Code

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

**For further information concerning this matter, please call:**

Name of Contact Person \_\_\_\_\_ at (\_\_\_\_\_) \_\_\_\_\_  
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Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee☐ \$43.75 Filing Fee & Certificate of Status

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(Additional copy is enclosed)

☐ \$52.50 Filing Fee  
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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  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
AGENT MEDIA CORPORATION**

**ARTICLE I**

The name of the corporation shall be:

**AGENT MEDIA CORPORATION**

**ARTICLE II**

The general nature of the business to be transacted by this Corporation is:

A. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patent, copyrights, trademarks and licenses in the State of Florida and in all other states and countries.

B. The contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfer of Corporation property, or other instruments to secure payment of corporate indebtedness as required.

C. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

D. To guarantee, endorse, purchase hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any government, and, while owner of such stock, to exercise all the rights, powers and privileges of such ownership, including the right to vote such stock.

E. To conduct any and all lawful business for which corporations may be incorporated with the State of Florida.

F. In general, to have and exercise all powers conferred by the laws of the State of Florida upon corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

**ARTICLE III**

A. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 75,000,000 shares of Common Stock having a nominal or par value of \$0.001 per share. All such stock shall be voting stock. There shall be no non-voting stock.

11 MAY 13 PM 12:23  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

B. The holders of the stock of the Corporation shall be entitled to one (1) vote for each share of stock held at all meetings of Stockholders with cumulative voting not permitted.

C. The stock of the Corporation shall be paid for in lawful money of the United States of America, or in property, securities, services or such other method of payment as the Board of Directors may reasonably approve at a just valuation to be fixed by the Board of Directors; the Corporation may from time to time increase its capital stock to any amount not prohibited by law.

#### **ARTICLE IV**

This Corporation began existence as of the original date of filing for its Articles of Incorporation, and shall exist perpetually.

#### **ARTICLE V**

The Registered Office of this Corporation in the State of Florida is c/o NATIONAL CORPORATE RESEARCH LTD., INC., 515 E. Park Avenue, Tallahassee, Florida, 32301. The principle office of this Corporation is 5081 Olympic Blvd., Erlanger, Kentucky 41018. The Board of Directors may, from time to time, move the principal office to any other address.

#### **ARTICLE VI**

The Registered Agent and its address in the State of Florida is:

NATIONAL CORPORATE RESEARCH, LTD., INC.  
515 E. Park Avenue  
Tallahassee, Florida 32301

#### **ARTICLE VII**

This Corporation shall not have fewer than one (1) Director, who shall not be required to be a Stockholder. The number of Directors may be increased or diminished from time to time, pursuant to the provisions of the Corporation's By-Laws.

#### **ARTICLE VIII**

The name and post office address of the person signing these Second Amended and Restated Articles of Incorporation is:

Andrew L. Goodenough  
475 Park Avenue South, 6<sup>th</sup> Floor  
New York, NY 10016

#### ARTICLE IX

These Second Amended and Restated Article of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders meeting by two-thirds (2/3) of the stock entitled to vote thereon, unless all Directors and all Stockholders sign a written statement manifesting their intention that a certain amendment to these Second Amended and Restate Articles of Incorporation be made.

#### ARTICLE X

These Second Amended and Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation by unanimous written consent on may 13, 2011 and by the Shareholders of the Corporation by unanimous written consent on may 13, 2011.

IN WITNESS WHEREOF, the undersigned President of this Corporation has executed these Second Amended and Restated Articles of Incorporation as of May 13, 2011.

  
\_\_\_\_\_  
Andrew L. Goodepough, President

Having been named to accept service of process for the above-named corporation at the place designated in the Second Amended and Restated Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: May 13, 2011

NATIONAL CORPORATE RESEARCH,  
LTD. INC.

By: Shannon M. Maddy

Name: Shannon M. Maddy

Title: Asst. Secretary