

02/14/2009 13:44

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GREENBERG, TRAUIG, > 1788000101000910506175080

NO. 457

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Division of Corporations

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**F080000004404**

Florida Department of State  
Division of Corporations  
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TALLAHASSEE, FLORIDA

**FOR AMND/RESTATE/CORRECT OR O/D RESIGN**

SOON TO BE NAMED CORPORATION

Certificate of Status	0
Certified Copy	1
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H090000321903

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

P08000004404

(Document number of corporation (if known))

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 FEB 11 PM 4:35

**1. SOON TO BE NAMED CORPORATION**

(Name of corporation as it appears on the records of the Department of State)

**2. DELAWARE**

(Incorporated under laws of)

**3. October 7, 2008**

(Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? December 22, 2008

**5. S2BN ENTERTAINMENT CORPORATION**

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of a director, president or other officer - If in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Michael Cohl

(Typed or printed name of person signing)

President

(Title of person signing)

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# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SOON TO BE NAMED CORPORATION", CHANGING ITS NAME FROM "SOON TO BE NAMED CORPORATION" TO "S2BN ENTERTAINMENT CORPORATION", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2008, AT 4:37 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

4583991 8100

001221010

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7044794

DATE: 12-23-08

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02/11/2009

13:44

GREENBERG TRAURIG → 17881\*010100918506176380

NO. 487

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State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:48 PM 12/22/2008  
FILED 04:37 PM 12/22/2008  
SRV 081221010 - 4583991 FILE

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
SOON TO BE NAMED CORPORATION**

Soon To Be Named Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

**FIRST:** That the Sole Director of said corporation, by written consent filed with the minutes of the Board,

**RESOLVED,** that the Certificate of Incorporation of Soon To Be Named Corporation be amended by changing the First Article thereof so that, as amended, said Article shall be and read as follows:

The name of the Corporation is S2BN Entertainment Corporation.

**SECOND:** That in lieu of a meeting and vote of the sole stockholder, the sole stockholder has given written consent to said amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

**THIRD:** That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

**FOURTH:** That this Certificate of Amendment of the Certificate of Incorporation shall be effective upon the filing of same with the Secretary of State of the State of Delaware.

**IN WITNESS WHEREOF,** Soon To Be Named Corporation has caused this certificate to be signed by Michael Cohl, its President, this 22<sup>nd</sup> day of December, 2008.

By:   
Name: Michael Cohl  
Title: President

MIA 180,346,807v1

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