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DATE: 6/30/2021

NAME: BROADCAST MARKETING GROUP INC

TYPE OF FILING: AMENDED AND RESTATED ARTICLES

COST: 35.00

RETURN: PLAIN COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
BROADCAST MARKETING GROUP, INC.**

ARTICLE I

The name of the corporation shall be BROADCAST MARKETING GROUP, INC. (the "Corporation").

ARTICLE II

The period of its duration shall be perpetual.

ARTICLE III

The Corporation is organized purpose of conducting any lawful business for which a corporation may be organized under the laws of the State of Florida.

ARTICLE IV

The aggregate number of shares that the Corporation will have authority to issue is Five Hundred Nineteen Million, Nine Hundred and Ninety Thousand and Twenty Two (519,990,022), of which Five Hundred Million (500,000,000) shares will be Common Stock, with a par value of \$0.001 per share, and Nineteen Million, Nine Hundred Ninety and Twenty Two (19,990,022) shares will be preferred stock, with a par value of \$0.001 per share. Shares of any class of stock may be issued, without shareholder action, from time to time in one or more series as may from time to time be determined by the board of directors. The board of directors of this Corporation is hereby expressly granted authority, without shareholder action, and within the limits set forth in the Florida Statutes, to:

- (i) designate in whole or in part, the powers, preferences, limitations, and relative rights, of any class of shares before the issuance of any shares of that class;
- (ii) create one or more series within a class of shares, fix the number of shares of each such series, and designate, in whole or part, the powers, preferences, limitations, and relative rights of the series, all before the issuance of any shares of that series;
- (iii) alter or revoke the powers, preferences, limitations, and relative rights granted to or imposed upon any wholly unissued class of shares or any wholly unissued series of any class of shares;

- (iv) increase or decrease the number of shares constituting any series, the number of shares of which was originally fixed by the board of directors, either before or after the issuance of shares of the series; provided that, the number may not be decreased below the number of shares of the series then outstanding, or increased above the total number of authorized shares of the

- (v) determine the dividend rate on the shares of any class of shares or series of shares, whether dividends will be cumulative, and if so, from which date(s), and the relative rights of priority, if any, of payment of dividends on shares of that class of shares or series of shares;
- (vi) determine whether that class of shares or series of shares will have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;
- (vii) determine whether that class of shares or series of shares will have conversion privileges and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the board of directors determines;
- (viii) determine whether or not the shares of that class of shares or series of shares will be redeemable and, if so, the terms and conditions of such redemption, including the date or date upon or after which they are redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;
- (ix) determine whether that class of shares or series of shares will have a sinking fund for the redemption or purchase of shares of that class of shares or series of shares and, if so, the terms and amount of such sinking fund;
- (x) determine the rights of the shares of that class of shares or series of shares in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that class of shares or series of shares; and
- (xi) determine any other relative rights, preferences and limitations of that class of shares or series of shares.

The allocation between the classes, or among the series of each class, of unlimited voting rights and the right to receive the net assets of the Corporation upon dissolution, shall be as designated by the board of directors. All rights accruing to the outstanding shares of the Corporation not expressly provided for to the contrary herein or in the Corporation's bylaws or in any amendment hereto shall be vested in the common stock. Accordingly, unless and until otherwise designated by the board of directors of the Corporation, and subject to any superior rights as so designated, the Common Stock shall have unlimited voting rights and be entitled to receive the net assets of the Corporation upon dissolution.

ARTICLE V

Provisions for the regulation of the internal affairs of the Corporation will be contained in its Bylaws as adopted by the Board of Directors. The number of Directors of the Corporation shall be fixed by its Bylaws.

ARTICLE VI

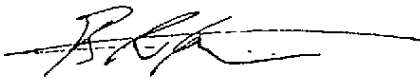
The Corporation shall indemnify any person against expenses, including without limitation, attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably

incurred by reason of the fact that he or she is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, in all circumstances in which, and to the extent that, such indemnification is permitted and provided for by the laws of the State of Florida then in effect.

ARTICLE VII

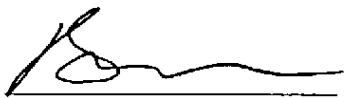
To the fullest extent permitted by the Florida General Corporation Law as the same exists or may hereafter be amended, an officer or director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages.

Effective date: April 1st, 2021

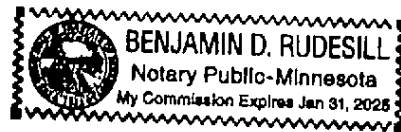


By: Synergy Management Group, LLC – Court Appointed Custodian
Benjamin Berry

Signed before me this 7th day of April, 2021



Notary Public



CERTIFICATE OF DESIGNATION
of
SPECIAL 2021 SERIES A PREFERRED STOCK
of
BROADCAST MARKETING GROUP, INC.

BROADCAST MARKETING GROUP, INC., a Florida corporation (hereinafter called the "*Corporation*"), hereby certifies that the following resolution was adopted by Synergy Management Group, LLC. (the "*Custodian*"), the court appointed custodian of the Corporation pursuant to the Order Granting Application for Appointment of Synergy Management Group, LLC. as Custodian of BROADCAST MARKETING GROUP, INC., granted in the Circuit Court of Orange County, Florida, CASE NO. 2020-CA-010292-0 on April 1st, 2021 (the "*Order*").

RESOLVED, that pursuant to the authority granted to and vested in the Custodian in accordance with the provisions of the certificate of incorporation of the Corporation, as currently in effect, and the Order, the Custodian hereby fixes the relative rights, preferences, and limitations of the Corporation's Special 2021 Series A Preferred Stock as follows:

Special 2021 Series A Preferred Stock

Section 1. *Designation and Amount.* The designation of this class of capital stock shall be "Special 2021 Series A Preferred", par value \$.001 per share (the "*2021 Series A Preferred Stock*"). The number of authorized shares of 2021 Series A Preferred Stock is twenty (20) shares.

Section 2. *Voting Rights.* Except as otherwise required by law, the holder of the share of 2021 Series A Preferred Stock shall have the following rights:

(a) Number of Votes; Voting with Common Stock. Except as provided by Florida statutes or Section 2(b) below, the holder of the 2021 Series A Preferred Stock shall vote together with the holders of preferred stock (including on an as converted basis), par value \$0.001, and common stock, par value \$0.001 per share, of the Corporation (the "Common Stock") as a single class. The 2021 Series A Preferred Stock stockholder is entitled to 60% of all votes (including, but not limited to, common stock, and preferred stock (including on an as converted basis)) entitled to vote at each meeting of stockholders of the Corporation (and written actions of stockholders in lieu of meetings) with respect to any and all matters presented to the stockholders of the Corporation for their action or consideration. The 2021 Series A Preferred Stock shall not be divided into fractional shares.

(b) Adverse Effects. The Corporation shall not amend, alter or repeal the preferences, rights, powers or other terms of the 2021 Series A Preferred Stock so as to affect adversely the 2021 Series A Preferred Stock or the holder thereof without the written consent or affirmative vote of the holder of the 2021 Series A Preferred Stock given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class.

Section 3. *Conversion in to common shares*. The share of 2021 Series A Preferred Stock shall convert into common shares at a conversion rate of 1 preferred to 10,000,000 common shares. The holder of the 2021 Series A Preferred Stock can affect the conversion at any time. The conversion in to common is a right and conversion is not required.

Section 4. *Dividends, Liquidation*. The share of 2021 Series A Preferred Stock shall not be entitled to any dividends in respect thereof, and shall not participate in any proceeds available to the Corporation's shareholders upon the liquidation, dissolution or winding up of the Corporation.


Section 5. *No Impairment*. The Corporation shall not intentionally take any action which would impair the rights and privileges of the 2021 Series A Preferred Stock set forth herein or the rights of the holder thereof. The Corporation will not, by amendment of its certificate of incorporation 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 to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions herein and in the taking of all such action as may be necessary or appropriate in order to protect the rights of the holder of the 2021 Series A Preferred Stock against impairment.

Section 6. *Replacement Certificate*. In the event that the holder of the 2021 Series A Preferred Stock notifies the Corporation that the stock certificate evidencing the share of 2021 Series A Preferred Stock has been lost, stolen, destroyed or mutilated, the Corporation shall issue a replacement stock certificate evidencing the 2021 Series A Preferred Stock identical in tenor and date to the original stock certificate evidencing the 2021 Series A Preferred Stock, provided that the holder executes and delivers to the Corporation an affidavit of lost stock certificate and an agreement reasonably satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such 2021 Series A Preferred Stock certificate.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Designation to be duly executed by an officer thereunto duly authorized this 1st day of April, 2021.

BROADCAST MARKETING GROUP, INC.

By: Synergy Management Group,
LLC., its Custodian

By: 

Name: Benjamin Berry
Its: President

CERTIFICATE OF DESIGNATION
of
SPECIAL 2021 SERIES B PREFERRED STOCK
of
BROADCAST MARKETING GROUP, INC.

BROADCAST MARKETING GROUP, INC., a Florida corporation (hereinafter called the "*Corporation*"), hereby certifies that the following resolution was adopted by Synergy Management Group, LLC. (the "*Custodian*"), the court appointed custodian of the Corporation pursuant to the Order Granting Application for Appointment of Synergy Management Group, LLC. as Custodian of BROADCAST MARKETING GROUP, INC., granted in the Circuit Court of Orange County, Florida, CASE NO. 2020-CA-010292-0 on April 1st, 2021 (the "*Order*").

RESOLVED, that pursuant to the authority granted to and vested in the Custodian in accordance with the provisions of the certificate of incorporation of the Corporation, as currently in effect, and the Order, the Custodian hereby fixes the relative rights, preferences, and limitations of the Corporation's Special 2021 Series B Preferred Stock as follows:

Special 2021 Series B Preferred Stock

Section 1. *Designation and Amount.* The designation of this class of capital stock shall be "Special 2021 Series B Preferred", par value \$.001 per share (the "*2021 Series B Preferred Stock*"). The number of authorized shares of 2021 Series B Preferred Stock is two (2) shares.

Section 2. *Voting Rights.* Except as otherwise required by law, the holder of the share of 2021 Series B Preferred Stock shall have no voting rights:

(b) Adverse Effects. The Corporation shall not amend, alter or repeal the preferences, rights, powers, number of shares authorized or other terms of the 2021 Series B Preferred Stock so as to affect adversely the 2021 Series B Preferred Stock or the holder thereof without the written consent or affirmative vote of the holder(s) of the 2021 Series B Preferred Stock given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class.

Section 3. *Conversion into common shares.* Each share of 2021 Series B Preferred Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such share, at the office of the Corporation or any transfer agent for such stock, into such number of fully paid and nonassessable shares of Common Stock at a conversion rate of one (1) 2021 Series B Preferred into 4.99% of outstanding common shares at the date of conversion. The initial Series B Conversion Price per share shall be such amount as to convert

into 4.99% of the issued and outstanding Common Stock of the Corporation on the date of conversion. The holder of the 2021 Series B Preferred Stock can affect the conversion at any time.

Section 4. *Dividends, Liquidation.* The share of 2021 Series B Preferred Stock shall not be entitled to any dividends in respect thereof, and shall not participate in any proceeds available to the Corporation's shareholders upon the liquidation, dissolution or winding up of the Corporation.

Section 5. *No Impairment.* The Corporation shall not intentionally take any action which would impair the rights and privileges of the 2021 Series B Preferred Stock set forth herein or the rights of the holder thereof. The Corporation will not, by amendment of its certificate of incorporation 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 to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions herein and in the taking of all such action as may be necessary or appropriate in order to protect the rights of the holder of the 2021 Series B Preferred Stock against impairment.

Section 6. *Replacement Certificate.* In the event that the holder of the 2021 Series B Preferred Stock notifies the Corporation that the stock certificate evidencing the share of 2021 Series B Preferred Stock has been lost, stolen, destroyed or mutilated, the Corporation shall issue a replacement stock certificate evidencing the 2021 Series B Preferred Stock identical in tenor and date to the original stock certificate evidencing the 2021 Series B Preferred Stock, provided that the holder executes and delivers to the Corporation an affidavit of lost stock certificate and an agreement reasonably satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such 2021 Series B Preferred Stock certificate.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Designation to be duly executed by an officer thereunto duly authorized this 1st day of April, 2021.

BROADCAST MARKETING GROUP, INC.

By: Synergy Management Group,
LLC., its Custodian

By: 

Name: Benjamin Berry
Its: President