

P98000002845

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Sender's Name Joseph D. Francisco Phone 407 774-4462

Company RAVEN MOON ENTERTAINMENT

Address 2005 TREE FORK LN UNIT 101 Dept./Floor/Suite/Room

City LONGWOOD State FL ZIP 32750-3533

(City/State/Zip/Phone #)

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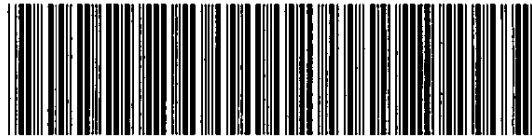
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**FILED**  
08 AUG 12 AM 11:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend & Ret. w/ N.C.*  
AUG 18 2008

August 4, 2008

Division of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Articles of Dissolution for Made in America Entertainment, Inc.  
Document Number P08000062288 (the "Company")

Re: Amended and Restated Articles of Incorporation (and name change) for  
Raven Moon Entertainment, Inc.  
Document Number P98000002845

Ladies and Gentlemen:

We are dissolving Made in America Entertainment, Inc. but will use its corporate name to replace the name of Raven Moon Entertainment, Inc.

Please process the enclosed documents in the following order:

1. File the Articles of Dissolution for Made in America Entertainment, Inc. (P08000062288); and
2. File the Amended and Restated Articles of Incorporation of Made in America Entertainment, Inc. (formerly Raven Moon Entertainment, Inc., Document Number P98000002845).

The undersigned directors of Made in America Entertainment, Inc. (Document Number P08000062288) hereby consent to the use of the Company's name for all purposes by, and the transfer or assignment of the Company's name to, Raven Moon Entertainment, Inc. *we have no intention of revoking the dissolution of Made in America Entertainment, Inc.*

Two separate checks of \$35.00 each made payable to Florida Department of State are enclosed for the two document filings.

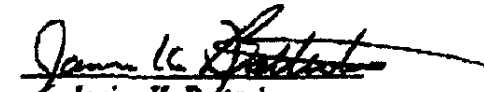
We agree with and approve the above statements.

Respectfully Submitted.

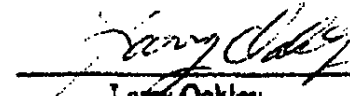
**DIRECTOR**

  
\_\_\_\_\_  
Joseph DiFrancesco

**DIRECTOR**

  
\_\_\_\_\_  
Janice K. Battenberg

**DIRECTOR**

  
\_\_\_\_\_  
Larry Oakley

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

***RAVEN MOON ENTERTAINMENT, INC.***

Raven Moon Entertainment, Inc. amends and restates its Articles of Incorporation as follows:

**ARTICLE I**

**Corporate Name**

The name of the corporation shall be:

**Made in America Entertainment, Inc.**

(hereinafter the "Corporation").

**ARTICLE II**

**Commencement of Corporate Existence**

The Corporation's existence shall be perpetual.

**ARTICLE III**

**General Nature of Business**

The Corporation may engage in any activity or business permitted under the laws of the United States or of the State of Florida.

**ARTICLE IV**

**Capital Stock**

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TALLAHASSEE, FLORIDA

1. Authorized Stock. This Corporation is authorized to issue the following shares of capital stock:

(a) Common Stock. The aggregate number of shares of Common Stock that the corporation shall have authority to issue is 30,000,000,000 shares with a par value of \$.0001 per share.

(b) Preferred Stock. The aggregate number of shares of Preferred Stock that the Corporation shall have authority to issue is 800,000,000 shares with a par value of \$.0001 per share.

2. Description of Common Stock. Holders of Common Stock are entitled to one vote for each share held of record on all matters submitted to a vote of stockholders and may not cumulate their votes for the election of directors. Shares of Common Stock are not redeemable, do not have any conversion or preemptive rights, and are not subject to further calls or assessments once fully paid.

Holders of Common Stock will be entitled to share pro rata in such dividends and other distributions as may be declared from time to time by the Board of Directors out of funds legally available therefore, subject to any prior rights accruing to any holders of preferred stock of the Corporation. Upon liquidation or dissolution of the Corporation, holders of shares of Common Stock will be entitled to share proportionally in all assets available for distribution to such holders.

3. Issued and Outstanding Common Stock. On the Effective Date, after giving effect to all prior stock divisions or combinations, the Corporation shall combine its issued and outstanding shares on a 1:8,000 basis. After giving effect to the combination, the Corporation shall have 937,018 shares of Common Stock issued and outstanding, without the necessity of

any further action on the part of the holders thereof or the Corporation, provided, however, that the Corporation shall, through its stock transfer agent, exchange certificates representing Common Stock outstanding immediately prior to the Effective Date (the "Existing Common") into new certificates representing the appropriate number of shares of Common Stock resulting from the combination ("New Common"). Any fractional shares existing as a result of the combination shall be rounded to the next higher whole number.

4. Description of Preferred Stock. The terms, preferences, limitations and relative rights of the Preferred Stock are as follows:

(a) The Board of Directors is expressly authorized at any time and from time to time to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited, but not to exceed one vote per share, or without voting powers, and with such designations, preferences and relative participating, optional or other special rights and qualifications, limitations or restrictions, as shall be fixed and determined in the resolution or resolutions providing for the issuance thereof adopted by the Board of Directors, and as are not stated and expressed in this Certificate of Incorporation or any amendment hereto, including (but without limiting the generality of the foregoing) the following:

(i) the distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased (but not above the total number of authorized shares of Preferred Stock and, except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares thereof then outstanding) from time to time by resolution by the Board of Directors;

(ii) the rate of dividends payable on shares of such series, the times of payment, whether dividends shall be cumulative, the conditions upon which and the date from which such dividends shall be cumulative;

(iii) whether shares of such series can be redeemed, the time or times when, and the price or prices at which shares of such series shall be redeemable, the redemption price, terms and conditions of redemption, and the sinking fund provisions, if any, for the purchase or redemption of such shares;

(iv) the amount payable on shares of such series and the rights of holders of such shares in the event of voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation;

(v) the rights, if any, of the holders of shares of such series to convert such shares into, or exchange such shares for, shares of Common Stock or shares of any other class or series of Preferred Stock and the terms and conditions of such conversion or exchange; and

(vi) the rights, if any, of the holders of shares of such series to vote.

(b) Except in respect of the relative rights and preferences that may be provided by the Board of Directors as hereinbefore provided, all shares of Preferred Stock shall be of equal rank and shall be identical, and each share of a series shall be identical in all respects with the other shares of the same series.

5. Reserved.

6. Designation and Description of Series B Preferred Stock. The Corporation hereby designates 800,000 shares of its authorized but unissued Preferred Stock as Series B Preferred

Stock. The Series B Preferred Stock hereby authorized for issuance shall have the following terms, preferences, limitations, and relative rights:

(a) Voting. Holders of the Series B Preferred Stock shall be entitled to one vote for each share held of record on all matters submitted to a vote of stockholders and may not cumulate their votes for the election of directors.

(b) Dividends. The shares of Series B Preferred Stock are not entitled to any dividend or distribution in preference to the Common Stock.

(c) Conversion. The holders of record of shares of Series B Preferred Stock shall have the conversion rights as follows (the "Conversion Rights"):

(i) Conversion Exercise. The Conversion Rights may be exercised at any time by the holder of the shares of Series B Preferred Stock, but conversion shall occur automatically at the discretion of the Corporation at any time after a registration statement to register the shares of the Common Stock underlying both the shares of Series B Preferred Stock has been declared effective by the United States Securities and Exchange Commission. Each share of Series B Preferred Stock shall be entitled to convert into \$10.00 in value of the Corporation's Common Stock. The value of the Common Stock for this purpose shall be determined based on the average of the closing trade price for the Corporation's common stock for each of the ten (10) consecutive trading days immediately prior to the date the holder or Corporation, as the case may be, gives notice of conversion of the shares of Series B Preferred Stock, less a discount of twenty percent (20%). For example, if, on the date of the conversion notice, the 10-day average closing sale price of the Corporation's Common Stock is \$.25 per share, then after applying the 20% discount, each share of Common Stock shall have a "purchase price" of \$.20 for the purposes of



conversion of the shares of Series B Preferred Stock. In this example, the holder would receive fifty (50) shares of Common Stock for each share of Series B Preferred Stock converted.

(ii) Mechanics of Conversion. Before any holder of shares of Series B Preferred Stock shall be entitled to convert the same into share of Common Stock, such holder shall surrender the certificate or certificates representing such shares thereof, duly endorsed, at the office of the Corporation or any transfer agent for such stock, and shall give written notice to the Corporation ("Conversion Notice") at such office that he elects to convert the same and shall state therein the name or names in which it wishes the certificate or certificates for such share of Common Stock to be issued. The Corporation shall, as soon as practicable thereafter and at its expense, issue and deliver at such office to such holder a certificate or certificates for the number of shares of Common Stock to which he shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of surrender of the shares of Series B Preferred Stock to be converted, and the person or persons entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on such date.

(iii) Adjustments for Reorganization, Reclassification, Exchange and Substitution. In case of any reclassification or change of outstanding shares of Common Stock, or in case of any consolidation or merger of the Corporation with or into another Corporation, or in case of any sale or conveyance to another Corporation of all or substantially all of the property of the Corporation, each holder of shares of the Series B Preferred Stock then outstanding shall have the right thereafter, so long as his conversion right hereunder shall exist, to convert such shares into the kind and number or amount of shares of stock and other securities and property receivable upon

such reclassification, change, consolidation, merger, sale or conveyance, by a holder of the number of shares of Common Stock of the Corporation into which such shares of the Series B Preferred Stock might have been converted immediately before such reclassification, change, consolidation, merger, sale or conveyance; provided, that effective provision shall be made, in the articles or certificate of incorporation of the resulting or surviving Corporation or otherwise, so that the provisions set forth herein for the protection of the Conversion Rights of the Series B Preferred Stock shall thereafter be applicable, as nearly as reasonably may be, to any such other shares of stock and other securities and property deliverable upon conversion of the Series B Preferred Stock remaining outstanding or other convertible preferred stock received by the holders in place thereof, and provided, further, that any such resulting or surviving Corporation shall expressly assume the obligation to deliver, upon the exercise of the conversion privilege, such shares, securities or property as the holders of Series B Preferred Stock remain outstanding, or other convertible preferred stock received by the holders in place thereof, shall be entitled to receive, and to make provisions for the protection of the conversion right as above provided. The subdivision or combination of shares of Common Stock at any time outstanding into a greater or lesser number of shares of Common Stock (whether with or without par value) shall not be deemed to be a reclassification of the shares of Common Stock of the Corporation for the purposes of subparagraph (iii). No fraction of a share of Common Stock shall be issued upon any conversion, but, in lieu thereof, there shall be paid to the holder of shares of Series B Preferred Stock surrendered for conversions as soon as practicable after the after the date such shares of Series B Preferred Stock are surrendered for conversion, an amount in cash equal to the same fraction of the market value of a full share of Common Stock as shall be determined, in good faith by the Board of Directors of the

Corporation.

(iv) No Impairment. The Corporation will not, by amendment of its Articles 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 of this paragraph (d) and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of Series B Preferred Stock against impairment.

(v) Notices of Record Date. In the event of (x) any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution, any security or right convertible into or entitling the holder thereof to receive Common Stock, or any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any other right, or (y) a consolidation or merger of the Corporation with or into any other Corporation other corporate reorganization in which the Corporation is not the surviving entity, the Corporation shall mail to each holder of Series B Preferred Stock at least thirty (30) days prior to the date specified therein, a notice specifying the date on which any such record is to be taken for the purpose of such dividend, distribution, security or right, or action and the amount and character of such dividend, distribution, security or right or action.

(vi) Issue Taxes. The Corporation shall pay any and all issue and other taxes that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of shares of Series B Preferred Stock pursuant hereto; provided, however, that the

Corporation shall not be obligated to pay any transfer taxes resulting from any transfer requested by any holder in connection with any such conversion.

(vii) Reservation of Stock Issuable Upon Conversion or Exchange. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion or exchange of the shares of Series B Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series B Preferred Stock; and if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion or exchange of all then outstanding shares of Series B Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose, including, without limitation, engaging in best efforts to obtain the requisite shareholder approval of any necessary amendment to these Articles of Incorporation.

(viii) Fractional Shares. No fractional shares shall be issued upon the conversion or exchange of any share or shares of Series B Preferred Stock. All shares of Common stock (including fractions thereof) issuable upon conversion of more than one share of Series B Preferred Stock by a holder thereof shall be aggregated for purposes of determining whether the conversion or exchange would result in the issuance of any fractional share. If, after the aforementioned aggregation, the conversion or exchange would result in the issuance of a fraction of a share of Common Stock, the Corporation shall, in lieu of issuing any fractional share, pay the holder otherwise entitled to such fraction a sum in cash equal to the Market Value of such fraction on the date of conversion or exchange.

(d) Notices. Any notice required by the provisions hereof to be given to the holders of shares of Series B Preferred Stock shall be deemed given upon confirmed transmission by facsimile or telecopy or upon deposit in the United States mail, postage prepaid, and addressed to each holder of record at its address appearing on the books of Corporation. Notwithstanding the foregoing, if a shareholder to whom notice is to be given has an address of record which is outside of the United States, then any notice to such shareholder under this paragraph (d) shall be deemed given upon confirmed transmission by facsimile or telecopy or ten (10) days after deposit in the United States mail, postage prepaid, and addressed to such holder at its address appearing on the books of the Corporation.

(e) Liquidation. The holders of record of shares of Series B Preferred Stock shall be entitled to receive, upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, an amount equal to that which would have been payable if the Series B Preferred Stock had been redeemed on the date of such payment ("Liquidation Amount"), prior to any distribution to the holders of Common Stock. If, in any such case, the assets of the Corporation are insufficient to make such payments in full, then the available assets will be distributed among the holders of Series B Preferred Stock ratably in proportion to the full amount to which each such holder would have been entitled had the assets of the Corporation been sufficient to make such payments in full. The holders of record of Series B Preferred Stock shall not be entitled to any distribution of assets remaining after payment in full of the Liquidation Amount.

## **ARTICLE V**

### **Corporate Address, Registered Office, and Agent**

The street address of the Corporation's registered and principal office and the Corporation's registered agent shall be:

2005 Tree Fork Lane  
Suite 101  
Longwood, Florida 32750.

The registered agent at this address shall be Joseph DiFrancesco.

## **ARTICLE VI**

### **Directors**

The Corporation shall have at least one director. The names and address of the directors of the Corporation, who shall hold office until their successors are elected and qualified or until their earlier resignations or removals from office, are:

Joseph DiFrancesco  
2005 Tree Fork Lane  
Suite 101  
Longwood, Florida 32750

Janice K. Battenberg  
2005 Tree Fork Lane  
Suite 101  
Longwood, Florida 32750

Larry Oakley  
2005 Tree Fork Lane  
Suite 101  
Longwood, Florida 32750.

## **ARTICLE VII**

### **Bylaws**

The power to adopt, alter, amend or repeal bylaws of the Corporation shall be vested in its

shareholders and separately in its Board of Directors, as prescribed by the Bylaws of the Corporation.

## **ARTICLE VIII**

### **Indemnification**

The Corporation shall indemnify, and shall advance expenses on behalf of, its officers and directors, to the fullest extent not prohibited by any law in existence either now or hereafter, as the bylaws may provide. The Corporation may indemnify employees, agents and others as the bylaws may provide.

### **CERTIFICATE**

IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be signed and attested by its duly authorized officer in Longwood, Florida on this \_\_\_\_\_ day of \_\_\_\_\_, 2008.

The foregoing Amended and Restated Articles of Incorporation were adopted on July 16, 2008 by the duly authorized vote of the majority shareholders of the Corporation. The number of votes cast by the majority shareholders for the amendments to the Articles of Incorporation was sufficient for approval by the shareholders entitled to vote on amendments.

The Amended and Restated Articles of Incorporation shall be effective upon filing with the Florida Department of State, Division of Corporations (the "Effective Date").



Joseph DiFrancesco  
President

STATE OF FLORIDA     }  
COUNTY OF SEMINOLE }

Sworn to and subscribed before me this 8 day of August, 2008, by JOSEPH  
DIFRANCESCO. He personally appeared before me at the time of this notarization. He is  
personally known to me.

[Signature]  
Notary Public [signature]

[Signature]  
[print name] MARK E. MURPHY  
MY COMMISSION # DD 549240  
EXPIRES: May 23, 2010  
Bonded Thru Budget Notary Services  
Commission No.                     

**ACCEPTANCE BY REGISTERED AGENT**

Having been appointed the registered agent of **Made in America Entertainment, Inc.**, the  
undersigned accepts such appointment and agrees to act in such capacity.

Dated this 8 day of August, 2008.

By [Signature]  
Joseph DiFrancesco  
Registered Agent



**MADE IN AMERICA ENTERTAINMENT, INC.**

**UNANIMOUS CONSENT OF THE SOLE SHAREHOLDER  
AND DIRECTORS  
IN LIEU OF MEETING**

**Dated as of August 4, 2008**

Pursuant to the authority contained in Sections 607.1403, 607.0704, 607.0207 and 607.0821 of the Florida Business Corporation Act, the undersigned sole shareholder and the directors of Made in America Entertainment, Inc., a Florida corporation (the "Company"), do hereby adopt the resolution set forth below and such resolution shall be deemed to have been adopted to the same extent and to have the same force and effect as though adopted at a meeting of shareholders and board of directors duly called and held for the purpose of acting upon proposals to adopt such resolutions in accordance with Sections 607.0207 and 607.0821 of the Florida Business Corporation Act.

**WHEREAS**, the sole Shareholder and the Directors believe that it is in the best interests of the Shareholders for the Company to cease further operations; and

**THEREFORE, BE IT RESOLVED**, that the sole Shareholder and the Directors do hereby approve and authorize the execution of Articles of Dissolution to be filed on behalf of the Company, and

**IT IS FURTHER RESOLVED**, that the undersigned directors of the Company are hereby authorized, empowered, and directed, in the name of and on behalf of the Company, to execute and deliver all such documents, instruments, schedules, forms, and certificates, to make all such payments or perform all such acts and things, and to execute and deliver all such other documents as may be necessary from time to time in order to carry out the intention and purpose of this resolution, that all of the acts and doings of any such officers that are consistent with the purpose of this resolution, are hereby authorized, approved, ratified and confirmed in all respects. Accordingly, the above resolution is hereby unanimously adopted.

**IN WITNESS WHEREOF**, the undersigned Directors and sole Shareholder have executed this consent as of August 4, 2008.

**DIRECTOR**



Joseph DiFrancesco

**DIRECTOR**



Janice K. Battenberg

**DIRECTOR**



Larry Oakley

**SOLE SHAREHOLDER**



Joseph DiFrancesco