

# AMENDED AND RESTATED ARTICLES OF INCORPORATION OF MEDIATECHNICS CORPORATION

I, Ari S. Bass, President and Secretary of MediaTechnics Corporation, a Nevada corporation, do hereby certify that (a) the Board of Directors of the corporation at a meeting duly convened and held on the 13<sup>th</sup> day of June, 2011, adopted a resolution, subject to shareholder approval and subsequently approved by a majority of the shareholders entitled to vote on the matter, to amend and restate the Articles of Incorporation of the corporation pursuant to Section 78.390(1) of the Nevada General Corporation Law, and (b) set forth below is the correct text of the Amended and Restated Articles of Incorporation of the corporation, as amended pursuant to the adopted and approved resolution:

## ARTICLE I. NAME

The name of the corporation is MediaTechnics Corporation (The "Corporation").

## ARTICLE II. REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation in the State Of Nevada is:

50 West Liberty Street, Suite 880

Reno, Nevada 89501

The name and address of the Corporation's registered agent in the State of Nevada until such time as another agent may be duly authorized and appointed by the Corporation is:

Nevada Agency & Trust Company

50 West Liberty Street, Suite 880

Reno, Nevada 89501

## ARTICLE III. PURPOSE AND BUSINESS

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may now or hereafter be organized under the Nevada Revised Statutes of the State of Nevada, including, but not limited to the following:

The Corporation may at any time exercise such rights, privileges, and powers, when not inconsistent with the purposes and object for which this corporation is organized;

The Corporation shall have power to have succession by its corporate name in perpetuity, or until dissolved and its affairs wound up according to law;

The Corporation shall have power to sue and be sued in any court of law or equity;

The Corporation shall have power to make contracts;

The Corporation shall have power to hold, purchase and convey real and personal estate and to mortgage or lease any such real and personal estate with its franchises. The power to hold real and personal estate shall include the power to take the same by devise or bequest in the State of Nevada, or in any other state, territory or country;

The Corporation shall have power to appoint such officers and agents as the affairs of the Corporation shall require and allow them suitable compensation;

The Corporation shall have power to make bylaws not inconsistent with the constitution or laws of the United States, or of the State of Nevada, for the management, regulation and government of its affairs and property, the transfer of its stock, the transaction of its business and the calling and holding of meetings of stockholders;

The Corporation shall have the power to wind up and dissolve itself, or be wound up or dissolved;

The Corporation shall have the power to adopt and use a common seal or stamp, or to not use such seal or stamp and if one is used, to alter the same. The use of a seal or stamp by the Corporation on any corporate documents is not necessary. The Corporation may use a seal or stamp, if it desires, but such use or non-use shall not in any way affect the legality of the document;

The Corporation shall have the power to borrow money and contract debts when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed, or in payment for property purchased, or acquired, or for another lawful object;

The Corporation shall have the power to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidence in indebtedness created by any other corporation or corporations in the State of Nevada, or any other state or government and, while the owner of such stock, bonds, securities or evidence of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote, if any;

The Corporation shall have the power to purchase, hold, sell and transfer shares of its own capital stock and use therefore its capital, capital surplus, surplus or other property or fund;

The Corporation shall have to conduct business, have one or more offices and hold, purchase, mortgage and convey real and personal property in the State of Nevada and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in any foreign country;

The Corporation shall have the power to do all and everything necessary and proper for the accomplishment of the objects enumerated in its articles of incorporation, or any amendments thereof, or necessary or incidental to the protection and benefit of the Corporation and, in general, to carry on any lawful business necessary or incidental to the attainment of the purposes of the Corporation, whether or not such business is similar in nature to the purposes set forth in the articles of incorporation of the Corporation, or any amendment thereof;

The Corporation shall have the power to make donations for the public welfare or for charitable, scientific or educational purposes;

The Corporation shall have the power to enter partnerships, general or limited, or joint ventures, in connection with any lawful activities

#### ARTICLE IV. CAPITAL STOCK

1. Classes and Number of Shares. The total number of shares of all classes of stock, which the Corporation shall have authority to issue shall be Nine Hundred Eighty Million (980,000,000) shares of Common Stock, par value of \$0.001 per share (The "Common Stock") and Twenty Million (20,000,000) shares of Preferred Stock.

2. Powers and Rights of Common Stock

a. Preemptive Right. No shareholders of the Corporation holding common stock shall have any preemptive or other right to subscribe for any additional un-issued or treasury shares of stock or for other securities of any class, or for rights, warrants or options to purchase stock, or for scrip, or for securities of any kind convertible into stock or carrying stock purchase warrants or privileges unless so authorized by the Corporation;

b. Voting Rights and Powers. With respect to all matters upon which stockholders are entitled to vote or to which stockholders are entitled to give consent, the holders of the outstanding shares of the Common Stock shall be entitled to cast thereon one (1) vote in person or by proxy for each share of the Common Stock standing in his/her name;

c. Dividends and Distributions.

i. Cash Dividends. Subject to the rights of holders of Preferred Stock, holders of Common Stock shall be entitled to receive such cash dividends as may be declared thereon by the

Board of Directors from time to time out of assets of funds of the Corporation legally available therefore;

ii. Other Dividends and Distributions. The Board of Directors may issue shares of the Common Stock in the form of a distribution or distributions pursuant to a stock dividend or split-up of the shares of the Common Stock;

d. Other Rights. Except as otherwise required by the Nevada Revised Statutes and as may otherwise be provided in these Articles of Incorporation, each share of the Common Stock shall have identical powers, preferences and rights, including rights in liquidation;

3. Powers and Rights of Preferred Stock. The powers, preferences, rights, qualifications, limitations and restrictions pertaining to the Preferred Stock, or any series thereof, shall be such as may be fixed, from time to time, by the Board of Directors in its sole discretion, authority to do so being hereby expressly vested in such board. Appropriate Designations for all current classes of preferred stock defined, created by, restated or amended and restated by, these Amended and Restated Articles are included herein and are attached to and incorporated herein as:

Exhibit A	–	Certificate of Designation	–	Class D Convertible Preferred Stock;
Exhibit B	–	Certificate of Designation	–	Class G Convertible Preferred Stock;
Exhibit C	–	Certificate of Designation	–	Class H Convertible Preferred Stock;
Exhibit D	–	Certificate of Designation	–	Class I Convertible Preferred Stock;
Exhibit E	–	Certificate of Designation	–	Class J Convertible Preferred Stock;
Exhibit F	–	Certificate of Designation	–	Class M Convertible Preferred Stock;
Exhibit G	–	Certificate of Designation	–	Class X Convertible Preferred Stock; and
Exhibit H	–	Certificate of Designation	–	Class Z Convertible Preferred Stock;

4. Issuance of the Common Stock and the Preferred Stock. The Board of Directors of the Corporation may from time to time authorize by resolution the issuance of any or all shares of the Common Stock and the Preferred Stock herein authorized in accordance with the terms and conditions set forth in these Articles of Incorporation for such purposes, in such amounts, to such persons, corporations, or entities, for such consideration and in the case of the Preferred Stock, in one or more series, all as the Board of Directors in its discretion may determine and without any vote or other action by the stockholders, except as otherwise required by law. The Board of Directors, from time to time, also may authorize, by resolution, options, warrants and other rights convertible into Common or Preferred stock (collectively "securities.") The securities must be issued for such consideration, including cash, property, or services, as the Board or Directors may deem appropriate, subject to the requirement that the value of such consideration be no less than the par value of the shares issued. Any shares issued for which the consideration so fixed has been paid or delivered shall be fully paid stock and the holder of such shares shall not be liable for any further call or assessment or any other payment thereon, provided that the actual value of such consideration is not less than the par value of the shares so issued. The Board of Directors may issue shares of the Common Stock in the form of a distribution or distributions pursuant to a stock dividend or split-up of the shares of the Common Stock only to the then holders of the outstanding shares of the Common Stock.

5. Cumulative Voting. Except as otherwise required by applicable law, there shall be no cumulative voting on any matter brought to a vote of stockholders of the Corporation.

#### ARTICLE V. ADOPTION OF BYLAWS.

In the furtherance and not in limitation of the powers conferred by statute and subject to Article Sixth hereof, the Board of Directors is expressly authorized to adopt, repeal, rescind, alter or amend in any respect the Bylaws of the Corporation (the "Bylaws").

#### ARTICLE VI. SHAREHOLDER AMENDMENT OF BYLAWS.

Notwithstanding Article Fifth hereof, the bylaws may also be adopted, repealed, rescinded, altered or amended in any respect by the stockholders of the Corporation, but only by the affirmative vote of the holders of not less than fifty-one percent (51%) of the voting power of all outstanding shares of voting stock, regardless of class and voting together as a single voting class.

## ARTICLE VII. BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by and under the direction of the Board of Directors. Except as may otherwise be provided pursuant to Section 4 or Article Forth hereof in connection with rights to elect additional directors under specified circumstances, which may be granted to the holders of any class or series of Preferred Stock, the exact number of directors of the Corporation shall be determined from time to time by a bylaw or amendment thereto, providing that the number of directors shall not be reduced to less than two (2). The directors holding office at the time of the filing of these Articles of Incorporation shall continue as directors until the next annual meeting and/or until their successors are duly chosen.

## ARTICLE VIII. TERM OF BOARD OF DIRECTORS.

Except as otherwise required by applicable law, each director shall serve for a term ending on the date of the third Annual Meeting of Stockholders of the Corporation (the "Annual Meeting") following the Annual Meeting at which such director was elected. All directors, shall have equal standing.

Notwithstanding the foregoing provisions of this Article Eighth each director shall serve until his successor is elected and qualified or until his death, resignation or removal; no decrease in the authorized number of directors shall shorten the term of any incumbent director; and additional directors, elected pursuant to Section 4 or Article Forth hereof in connection with rights to elect such additional directors under specified circumstances, which may be granted to the holders of any class or series of Preferred Stock, shall not be included in any class, but shall serve for such term or terms and pursuant to such other provisions as are specified in the resolution of the Board or Directors establishing such class or series

## ARTICLE IX. VACANCIES ON BOARD OF DIRECTORS

Except as may otherwise be provided pursuant to Section 4 of Article Forth hereof in connection with rights to elect additional directors under specified circumstances, which may be granted to the holders of any class or series of Preferred Stock, newly created directorships resulting from any increase in the number of directors, or any vacancies on the Board of Directors resulting from death, resignation, removal, or other causes, shall be filled solely by the quorum of the Board of Directors. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of directors in which the new directorship was created or the vacancy occurred and until such director's successor shall have been elected and qualified or until such director's death, resignation or removal, whichever first occurs.

## ARTICLE X. REMOVAL OF DIRECTORS

Except as may otherwise be provided pursuant to Section 4 or Article Fourth hereof in connection with rights to elect additional directors under specified circumstances, which may be granted to the holders of any class or series of Preferred Stock, any director may be removed from office only for cause and only by the affirmative vote of the holders of not less than fifty-one percent (51%) of the voting power of all outstanding shares of voting stock entitled to vote in connection with the election of such director, provided, however, that where such removal is approved by a majority of the Directors, the affirmative vote of a majority of the voting power of all outstanding shares of voting stock entitled to vote in connection with the election of such director shall be required for approval of such removal. Failure of an incumbent director to be nominated to serve an additional term of office shall not be deemed a removal from office requiring any stockholder vote.

## ARTICLE XI. STOCKHOLDER ACTION

Any action required or permitted to be taken by the stockholders of the Corporation must be effective at a duly called Annual Meeting or at a special meeting of stockholders of the Corporation, unless such action requiring or permitting stockholder approval is approved by a majority of the Directors, in which case such action may be authorized or taken by the written consent of the holders of outstanding shares of Voting Stock having not less than the minimum voting power that would be necessary to authorize or take such action at a meeting of stockholders at which all shares entitled to vote thereon were present and voted, provided all other requirements of applicable law these Articles have been satisfied.

**ARTICLE XII. SPECIAL STOCKHOLDER MEETING**

Special meetings of the stockholders of the Corporation for any purpose or purposes may be called at any time by a majority of the Board of Directors or by the Chairman of the Board or the President. Special meeting may not be called by any other person or persons. Each special meeting shall be held at such date and time as is requested by the person or persons calling the meeting, within the limits fixed by law.

**ARTICLE XIII. LOCATION OF STOCKHOLDER MEETINGS.**

Meetings of stockholders of the Corporation may be held within or without the State of Nevada, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision of the Nevada Revised Statutes) outside the State of Nevada at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws.

**ARTICLE XIV. PRIVATE PROPERTY OF STOCKHOLDERS.**

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever and the stockholders shall not be personally liable for the payment of the Corporation's debts.

**ARTICLE XV. OTHER AMENDMENTS.**

The Corporation reserves the right to adopt, repeal, rescind, alter or amend in any respect any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by applicable law and all rights conferred on stockholders herein granted subject to this reservation.

**ARTICLE XVI. TERM OF EXISTENCE.**

The Corporation is to have perpetual existence.

**ARTICLE XVII. LIABILITY OF DIRECTORS.**

No director of this Corporation shall have personal liability to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director or officers involving any act or omission of any such director or officer. The foregoing provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or, which involve intentional misconduct or a knowing violation of law, (iii) under applicable Sections of the Nevada Revised Statutes, (iv) the payment of dividends in violation of Section 78.300 of the Nevada Revised Statutes or, (v) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article by the stockholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation for acts or omissions prior to such repeal or modification.

By:

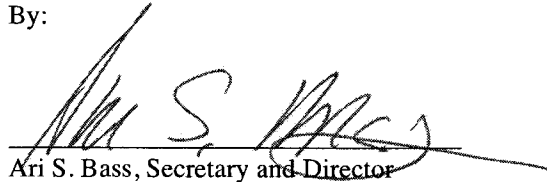
  
Ari S. Bass, Secretary and Director

EXHIBIT A

**MEDIA TECHNICS CORPORATION**

RESTATED CERTIFICATE OF DESIGNATION OF  
CLASS D CONVERTIBLE PREFERRED STOCK

Pursuant to Title 7, Section 78 of the Nevada Revised Statutes ("NRS"), the undersigned, on behalf of MediaTechnics Corporation (the "Corporation"), a corporation organized and existing under the NRS, DOES HEREBY CERTIFY:

That pursuant to the authority given to the Board of Directors of the Corporation by the Certificate of Incorporation of the Corporation, as amended, (the "Certificate of Incorporation"), Article IX of the Corporation's Bylaws, as amended, (the "Bylaws"), and in accordance with the provisions of Title 7, Section 78 of the NRS, the Board of Directors of the Corporation, on or about October 9, 2007, adopted the a resolution creating a Class of Preferred Stock designated as Class D Convertible Preferred Stock and that pursuant to the same authority, by a resolution adopted June 13, 2011, hereby restates the designation as follows herein.

RESOLVED that, pursuant to the authority vested in the Board of Directors of the Corporation in accordance with the NRS of the State of Nevada, the provisions of the Certificate of Incorporation and the Bylaws, a class of Class D Preferred Stock, par value \$0.001 per share, of the Corporation is hereby created and that the designation and number of shares thereof and the voting powers, preferences, limitations, restrictions and relative rights of the shares of such Class D Preferred Stock are as follows:

**CLASS D CONVERTIBLE PREFERRED STOCK**

**Article I.** Designation and Amount.

**Section 1.01** The designation of this class of capital stock shall be "Class D Convertible Preferred Stock," par value \$0.001 per share (the "Class D Stock"). The number of shares, powers, terms, conditions, designations, preferences and privileges, relative, participating, optional and other special rights, and qualifications, limitations and restrictions, if any, of the Class D Stock shall be as set forth herein. The number of authorized shares of the Class D Stock is 1,000,000 shares. The term "Preferred Stock" shall mean the Class D Stock and any other class of preferred stock that the Board of Directors may establish in accordance with the Certificate of Incorporation.

**Article II.** Ranking.

**Section 2.01** The Corporation's Class D Stock shall rank, as to dividends and upon Liquidation (as defined in Article IV Section 4.02 hereof), senior and prior to the Corporation's common stock, par value \$0.001 per share (the "Common Stock") and to all other classes or class of stock issued by the Corporation, except as otherwise approved by the affirmative vote or consent of the holders of a majority of the shares of Class D Stock outstanding at the time of such vote or consent.

**Article III.** Dividend Provisions.

**Section 3.01** The holders of shares of Class D Stock have no dividend rights except as may be declared by the Board of Directors of the Corporation in its sole and absolute discretion, out of funds legally available for that purpose.

**Article IV.** Liquidation Rights.

**Section 4.01** With respect to rights on Liquidation (as defined in Article IV Section 4.02 hereof), the Class D Stock shall rank senior and prior to the Corporation's Common Stock and to all other classes or series of stock issued by the Corporation, except as otherwise approved by the affirmative vote or consent of the holders of at least a majority of Class D Stock outstanding at the time any Liquidation (as defined in Article IV Section 4.02 hereof).

**Section 4.02** In the event of any liquidation, dissolution or winding-up of the affairs of the Corporation (collectively, a "Liquidation"), the sole participation to which the holders of shares of Class D Stock then

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outstanding (the "Class D Stockholders") shall be entitled, out of the assets of the Corporation legally available for distribution to its shareholders, whether from capital, surplus or earnings, to receive, before any payment shall be made to the holders of the Corporation's Common Stock or any other class or series of stock ranking on Liquidation junior to such Class D Stock, an amount per share equal to \$1.00. If upon any such Liquidation of the Corporation, the remaining assets of the Corporation available for distribution to its shareholders shall be insufficient to pay the holders of shares of Class D Stock the full amount to which they shall be entitled, the holders of shares of Class D Stock and any class or series of stock ranking on liquidation on a parity with the Class D Stock shall share pari passu in any distribution of the remaining assets and funds of the Corporation in proportion to the respective liquidation amounts of the Preferred Stock that would otherwise be payable to the holders of Preferred Stock with respect to the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

### **Article V.** Voting.

**Section 5.01** The Class D Stockholders shall be entitled to vote on all matters requiring a shareholder vote of the Corporation. Each shareholder of record of MediaTechnics Corporation Class D Stock shall have five hundred (500) votes for each Class D Stock share outstanding in his or her name on the books of the Corporation.

### **Article VI.** Restrictive Legend.

**Section 6.01** Any Class D Shares issued in reference to this designation shall bear on its face the following restrictive legend:

THE SHARES REPRESENTED BY THE CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AND MAY NOT BE SOLD, TRANSFERRED OR OTHERWISE DISPOSED UNLESS, IN THE OPINION OF COUNSEL SATISFACTORY TO THE ISSUER, THE TRANSFER QUALIFIES FOR AN EXEMPTION FROM OR EXEMPTION TO THE REGISTRATION PROVISIONS THEREOF.

**Section 6.02** For purposes of this CERTIFICATE OF DESIGNATION OF CLASS D CONVERTIBLE PREFERRED STOCK, the term "Valid Exemption From or To Registration" shall mean, an exemption from or to registration, as enacted by the Congress of the United States of America and into law or a regulation promulgated by the United States Securities and Exchange Commission ("SEC") under the Securities Act of 1933 (the "Act") and then, only after receipt, by the Corporation, its Transfer Agent and the Holder, of an opinion of counsel, which clearly states that such an exemption is available to the Holder.

### **Article VII.** Conversion.

Any Class D Stockholder shall have the right to convert any or all of its Class D Stock into forty (40) shares of fully paid and nonassessable shares of Common Stock for each share of Class D Stock so converted. In any event, holders of Class D Stock will have the right to convert, as described in this Article VII, upon an initial or secondary public offering of Common Stock by the Corporation or in the event of a change in control as defined in the Rules and Regulations of the Securities and Exchange Commission.

EXHIBIT B

MEDIA TECHNICS CORPORATION

CERTIFICATE OF DESIGNATION OF  
CLASS G CONVERTIBLE PREFERRED STOCK

Pursuant to Title 7, Section 78 of the Nevada Revised Statutes ("NRS"), on behalf of Silverado Financial, Inc. (the "Corporation"), a corporation organized and existing under the NRS, pursuant to the authority given to the Board of Directors of the Corporation by the Certificate of Incorporation of the Corporation, as amended, (the "Certificate of Incorporation"), Section 9 of the Corporation's Bylaws, as amended, (the "Bylaws"), and in accordance with the provisions of Title 7, Section 78 of the NRS, the Board of Directors of the Corporation, on or about June 13, 2011, a class of Class G Preferred Stock, par value \$0.001 per share, of the Corporation is hereby created and that the designation and number of shares thereof and the voting powers, preferences, limitations, restrictions and relative rights of the shares of such Class G Preferred Stock are as follows:

CLASS G CONVERTIBLE PREFERRED STOCK

Section 1. Designation and Amount.

1.01 Designation. The designation of this class of capital stock shall be "Class G Convertible Preferred Stock," par value \$0.001 per share (the "Class G Stock"). The number of shares, powers, terms, conditions, designations, preferences and privileges, relative, participating, optional and other special rights, and qualifications, limitations and restrictions, if any, of the Class G Stock shall be as set forth herein. The number of authorized shares of the Class G Stock is 100,000 shares. The term "Preferred Stock" shall mean the Class G Stock and any other class of preferred stock that the Board of Directors may establish in accordance with the Certificate of Incorporation.

1.02 Face Value. The Class G Stock shall have a face value of \$2.00 per share (the "Face Value").

Section 2. Ranking. The Corporation's Class G Stock shall rank junior and secondary to Classes X and Z and senior to all other classes or series of stock issued by the Corporation.

Section 3. Dividend Provisions. The holders of shares of Class G Stock have no dividend rights except as may be declared by the Board of Directors of the Corporation in its sole and absolute discretion, out of funds legally available for that purpose.

Section 4. Voting. The Class G Stockholders shall not be entitled to vote on any matters requiring a shareholder vote of the Corporation.

Section 5. Conversion.

5.01 Any Class G Stockholder shall have the right to convert any or all of its Class G Stock into two thousand (2,000) shares of Common Stock

5.02 Any Class G Stockholder may exercise the right to convert such shares into Common Stock pursuant to this Section 5 by delivering to the Corporation during regular business hours, at the office of the Corporation or any transfer agent of the Corporation or at such other place as may be designated by the Corporation, the certificate or certificates for the shares to be converted (the "Class G Preferred Certificate"), duly endorsed or assigned in blank to the Corporation (if required by it).

5.03 Each Class G Preferred Certificate shall be accompanied by written notice (the "Conversion Demand") stating that such holder elects to convert such shares and stating the name or names (with address) in which the certificate or certificates for the shares of Common Stock (the "Common Certificate") are to be issued. Such conversion shall be deemed to be effected on the date when such delivery is made, and such date is referred to herein as the "Conversion Date."

5.04 As promptly as practicable thereafter, the Corporation shall issue and deliver to or upon the written order of such holder, at the place designated by such holder, a certificate or certificates for the number of shares of



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Common Stock to which such holder is entitled by virtue of the holder's election to convert pursuant to this section.

5.05 Upon conversion of only a portion of the number of shares covered by a Class G Preferred Certificate, the Corporation shall issue and deliver to or upon the written order of the holder of such Class G Preferred Certificate, at the expense of the Corporation, a new certificate covering the number of shares of the Class G Stock representing the unconverted portion of the Class G Preferred Certificate, which new certificate shall entitle the holder thereof to all the rights, powers and privileges of a holder of such shares.

5.06 The Corporation shall pay all documentary, stamp or other transactional taxes (excluding income taxes) attributable to the issuance or delivery of shares of capital stock of the Corporation upon conversion of any shares of Class G Stock; provided, however, that the Corporation shall not be required to pay any taxes which may be payable in respect of any transfer involved in the issuance or delivery of any certificate for such shares in a name other than that of the Class G Stockholder in respect of which such shares of Class G Stock are being issued.

5.07 The Corporation shall reserve out of its authorized, but unissued, shares of Common Stock, solely for the purpose of effecting the conversion of the Class G Stock, sufficient shares of Common Stock to provide for the conversion of all outstanding shares of Class G Stock.

5.08 All shares of Common Stock which may be issued in connection with the conversion provisions set forth herein will, upon issuance by the Corporation, be validly issued, fully paid and nonassessable, not subject to any preemptive or similar rights and free from all taxes, liens or charges with respect thereto created or imposed by the Corporation.

5.09 In no event, shall a holder of any Class G Stock be allowed to convert such shares of Class G Stock into Common Stock which, upon giving effect to such conversion, would cause the aggregate number of shares of Common Stock beneficially owned by the holder, and/or its affiliates, to exceed four and nine tenths percent (4.9%) of the currently issued and outstanding shares of the Corporation. In reference to the written notice of election to convert required by Section 5.03 above, the holder shall affirm in that notice, under penalty of perjury, the exact number of shares held by the holder on the date of the notice and the Corporation shall have the right to reduce any demand for conversion by a number such that the total number of shares held by the holder after conversion will not exceed four and nine tenths percent (4.9%) of the currently issued and outstanding shares of the Corporation.

Section 6. Certain Covenants. Any registered holder of Class G Stock may proceed to protect and enforce its rights and the rights of such holders by any available remedy by proceeding at law or in equity to protect and enforce any such rights, whether for the specific enforcement of any provision in this Certificate of Designation or in aid of the exercise of any power granted herein, or to enforce any other proper remedy.

Section 7. Notice to the Corporation. All notices and other communications required or permitted to be given to the Corporation hereunder shall be made by first-class mail, postage prepaid, to the Corporation at its principal executive offices (currently located on the date of the adoption of these resolutions at the following address: 8361 E Gelding Drive, Scottsdale, Arizona 85260. Any notice to the shareholders shall be made to their address as set forth on the books and records of the Corporation.

EXHIBIT C

**MEDIA TECHNICS CORPORATION**

CERTIFICATE OF DESIGNATION OF  
CLASS H CONVERTIBLE PREFERRED STOCK

Pursuant to Title 7, Section 78 of the Nevada Revised Statutes ("NRS"), on behalf of Silverado Financial, Inc. (the "Corporation"), a corporation organized and existing under the NRS, pursuant to the authority given to the Board of Directors of the Corporation by the Certificate of Incorporation of the Corporation, as amended, (the "Certificate of Incorporation"), Section 9 of the Corporation's Bylaws, as amended, (the "Bylaws"), and in accordance with the provisions of Title 7, Section 78 of the NRS, the Board of Directors of the Corporation, on or about October 1, 2010 and a second resolution adopted on or about June 13, 2011, a class of Class H Preferred Stock, par value \$0.001 per share, of the Corporation is hereby created and that the designation and number of shares thereof and the voting powers, preferences, limitations, restrictions and relative rights of the shares of such Class H Preferred Stock are as follows:

**CLASS H CONVERTIBLE PREFERRED STOCK**

Section 1. Designation and Amount.

1.01 Designation. The designation of this class of capital stock shall be "Class H Convertible Preferred Stock," par value \$0.001 per share (the "Class H Stock"). The number of shares, powers, terms, conditions, designations, preferences and privileges, relative, participating, optional and other special rights, and qualifications, limitations and restrictions, if any, of the Class H Stock shall be as set forth herein. The number of authorized shares of the Class H Stock is 100,000 shares. The term "Preferred Stock" shall mean the Class H Stock and any other class of preferred stock that the Board of Directors may establish in accordance with the Certificate of Incorporation.

1.02 Face Value. The Class H Stock shall have a face value of \$20.00 per share (the "Face Value").

Section 2. Ranking. The Corporation's Class H Stock shall rank junior and secondary to Classes D, G, I, X and Z and senior to all other classes or series of stock issued by the Corporation.

Section 3. Dividend Provisions. The holders of shares of Class H Stock have no dividend rights except as may be declared by the Board of Directors of the Corporation in its sole and absolute discretion, out of funds legally available for that purpose.

Section 4. Voting. The Class H Stockholders shall not be entitled to vote on any matters requiring a shareholder vote of the Corporation.

Section 5. Conversion.

5.01 Any Class H Stockholder shall have the right to convert any or all of its Class H Stock into one thousand (1,000) shares of Common Stock.

5.02 Any Class H Stockholder may exercise the right to convert such shares into Common Stock pursuant to this Section 5 by delivering to the Corporation during regular business hours, at the office of the Corporation or any transfer agent of the Corporation or at such other place as may be designated by the Corporation, the certificate or certificates for the shares to be converted (the "Class H Preferred Certificate"), duly endorsed or assigned in blank to the Corporation (if required by it).

5.03 Each Class H Preferred Certificate shall be accompanied by written notice (the "Conversion Demand") stating that such holder elects to convert such shares and stating the name or names (with address) in which the certificate or certificates for the shares of Common Stock (the "Common Certificate") are to be issued. Such conversion shall be deemed to be effected on the date when such delivery is made, and such date is referred to herein as the "Conversion Date."

5.04 As promptly as practicable thereafter, the Corporation shall issue and deliver to or upon the written order of such holder, at the place designated by such holder, a certificate or certificates for the number of shares of

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Common Stock to which such holder is entitled by virtue of the holder's election to convert pursuant to this section.

5.05 Upon conversion of only a portion of the number of shares covered by a Class H Preferred Certificate, the Corporation shall issue and deliver to or upon the written order of the holder of such Class H Preferred Certificate, at the expense of the Corporation, a new certificate covering the number of shares of the Class H Stock representing the unconverted portion of the Class H Preferred Certificate, which new certificate shall entitle the holder thereof to all the rights, powers and privileges of a holder of such shares.

5.06 The Corporation shall pay all documentary, stamp or other transactional taxes (excluding income taxes) attributable to the issuance or delivery of shares of capital stock of the Corporation upon conversion of any shares of Class H Stock; provided, however, that the Corporation shall not be required to pay any taxes which may be payable in respect of any transfer involved in the issuance or delivery of any certificate for such shares in a name other than that of the Class H Stockholder in respect of which such shares of Class H Stock are being issued.

5.07 The Corporation shall reserve out of its authorized, but unissued, shares of Common Stock, solely for the purpose of effecting the conversion of the Class H Stock, sufficient shares of Common Stock to provide for the conversion of all outstanding shares of Class H Stock.

5.08 All shares of Common Stock which may be issued in connection with the conversion provisions set forth herein will, upon issuance by the Corporation, be validly issued, fully paid and nonassessable, not subject to any preemptive or similar rights and free from all taxes, liens or charges with respect thereto created or imposed by the Corporation.

5.09 In no event, shall a holder of any Class H Stock be allowed to convert such shares of Class H Stock into Common Stock which, upon giving effect to such conversion, would cause the aggregate number of shares of Common Stock beneficially owned by the holder, and/or its affiliates, to exceed four and nine tenths percent (4.9%) of the currently issued and outstanding shares of the Corporation. In reference to the written notice of election to convert required by Section 5.03 above, the holder shall affirm in that notice, under penalty of perjury, the exact number of shares held by the holder on the date of the notice and the Corporation shall have the right to reduce any demand for conversion by a number such that the total number of shares held by the holder after conversion will not exceed four and nine tenths percent (4.9%) of the currently issued and outstanding shares of the Corporation.

Section 6. Certain Covenants. Any registered holder of Class H Stock may proceed to protect and enforce its rights and the rights of such holders by any available remedy by proceeding at law or in equity to protect and enforce any such rights, whether for the specific enforcement of any provision in this Certificate of Designation or in aid of the exercise of any power granted herein, or to enforce any other proper remedy.

Section 7. Notice to the Corporation. All notices and other communications required or permitted to be given to the Corporation hereunder shall be made by first-class mail, postage prepaid, to the Corporation at its principal executive offices (currently located on the date of the adoption of these resolutions at the following address: 8361 E Gelding Drive, Scottsdale, Arizona 85260. Any notice to the shareholders shall be made to their address as set forth on the books and records of the Corporation.

EXHIBIT D

**MEDIA TECHNICS CORPORATION**

CERTIFICATE OF DESIGNATION OF  
CLASS I CONVERTIBLE PREFERRED STOCK

Pursuant to Title 7, Section 78 of the Nevada Revised Statutes ("NRS"), on behalf of Silverado Financial, Inc. (the "Corporation"), a corporation organized and existing under the NRS, pursuant to the authority given to the Board of Directors of the Corporation by the Certificate of Incorporation of the Corporation, as amended, (the "Certificate of Incorporation"), Section 9 of the Corporation's Bylaws, as amended, (the "Bylaws"), and in accordance with the provisions of Title 7, Section 78 of the NRS, the Board of Directors of the Corporation, on or about October 1, 2010 and a second resolution adopted on or about June 13, 2011, a class of Class I Preferred Stock, par value \$0.001 per share, of the Corporation is hereby created and that the designation and number of shares thereof and the voting powers, preferences, limitations, restrictions and relative rights of the shares of such Class I Preferred Stock are as follows:

**CLASS I CONVERTIBLE PREFERRED STOCK**

Section 1. Designation and Amount.

1.01 Designation. The designation of this class of capital stock shall be "Class I Convertible Preferred Stock," par value \$0.001 per share (the "Class I Stock"). The number of shares, powers, terms, conditions, designations, preferences and privileges, relative, participating, optional and other special rights, and qualifications, limitations and restrictions, if any, of the Class I Stock shall be as set forth herein. The number of authorized shares of the Class I Stock is 1,000,000 shares. The term "Preferred Stock" shall mean the Class I Stock and any other class of preferred stock that the Board of Directors may establish in accordance with the Certificate of Incorporation.

1.02 Face Value. The Class I Stock shall have a face value of \$0.05 per share (the "Face Value").

Section 2. Ranking. The Corporation's Class I Stock shall rank junior and secondary to Classes D, G, X and Z and senior to all other classes or series of stock issued by the Corporation.

Section 3. Dividend Provisions. The holders of shares of Class I Stock have no dividend rights except as may be declared by the Board of Directors of the Corporation in its sole and absolute discretion, out of funds legally available for that purpose.

Section 4. Voting.

4.01 While any shares of the Company's Class D Preferred Stock are outstanding, Class I Stockholders shall not be entitled to vote on any matters requiring a shareholder vote of the Corporation. No shares of the Company's Class D Preferred Stock may be issued subsequent to the issuance of the any shares of the Class I Stock.

4.02 In the event that all Class D Preferred Stock Shares outstanding prior to the issuance of any Class I Stock are retired by the Corporation, The Class I Stockholders shall be entitled to vote on all matters requiring a shareholder vote of the Corporation and each shareholder of record of Class I Stock shall have one thousand (1,000) votes for each Class I Stock share outstanding in his or her name on the books of the Corporation relative to each Common Stock share.

Section 5. Conversion.

5.01 Any Class I Stockholder shall have the right to convert any or all of its Class I Stock into fifty (50) shares of Common Stock

5.02 Any Class I Stockholder may exercise the right to convert such shares into Common Stock pursuant to this Section 5 by delivering to the Corporation during regular business hours, at the office of the Corporation or any transfer agent of the Corporation or at such other place as may be designated by the Corporation, the certificate or certificates for the shares to be converted (the "Class I Preferred Certificate"), duly endorsed or assigned in blank to the Corporation (if required by it).

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5.03 Each Class I Preferred Certificate shall be accompanied by written notice (the "Conversion Demand") stating that such holder elects to convert such shares and stating the name or names (with address) in which the certificate or certificates for the shares of Common Stock (the "Common Certificate") are to be issued. Such conversion shall be deemed to be effected on the date when such delivery is made, and such date is referred to herein as the "Conversion Date."

5.04 As promptly as practicable thereafter, the Corporation shall issue and deliver to or upon the written order of such holder, at the place designated by such holder, a certificate or certificates for the number of shares of Common Stock to which such holder is entitled by virtue of the holder's election to convert pursuant to this section.

5.05 Upon conversion of only a portion of the number of shares covered by a Class I Preferred Certificate, the Corporation shall issue and deliver to or upon the written order of the holder of such Class I Preferred Certificate, at the expense of the Corporation, a new certificate covering the number of shares of the Class I Stock representing the unconverted portion of the Class I Preferred Certificate, which new certificate shall entitle the holder thereof to all the rights, powers and privileges of a holder of such shares.

5.06 The Corporation shall pay all documentary, stamp or other transactional taxes (excluding income taxes) attributable to the issuance or delivery of shares of capital stock of the Corporation upon conversion of any shares of Class I Stock; provided, however, that the Corporation shall not be required to pay any taxes which may be payable in respect of any transfer involved in the issuance or delivery of any certificate for such shares in a name other than that of the Class I Stockholder in respect of which such shares of Class I Stock are being issued.

5.07 The Corporation shall reserve out of its authorized, but unissued, shares of Common Stock, solely for the purpose of effecting the conversion of the Class I Stock, sufficient shares of Common Stock to provide for the conversion of all outstanding shares of Class I Stock.

5.08 All shares of Common Stock which may be issued in connection with the conversion provisions set forth herein will, upon issuance by the Corporation, be validly issued, fully paid and nonassessable, not subject to any preemptive or similar rights and free from all taxes, liens or charges with respect thereto created or imposed by the Corporation.

5.09 In no event, shall a holder of any Class I Stock be allowed to convert such shares of Class I Stock into Common Stock which, upon giving effect to such conversion, would cause the aggregate number of shares of Common Stock beneficially owned by the holder, and/or its affiliates, to exceed four and nine tenths percent (4.9%) of the currently issued and outstanding shares of the Corporation. In reference to the written notice of election to convert required by Section 5.03 above, the holder shall affirm in that notice, under penalty of perjury, the exact number of shares held by the holder on the date of the notice and the Corporation shall have the right to reduce any demand for conversion by a number such that the total number of shares held by the holder after conversion will not exceed four and nine tenths percent (4.9%) of the currently issued and outstanding shares of the Corporation.

Section 6. Certain Covenants. Any registered holder of Class I Stock may proceed to protect and enforce its rights and the rights of such holders by any available remedy by proceeding at law or in equity to protect and enforce any such rights, whether for the specific enforcement of any provision in this Certificate of Designation or in aid of the exercise of any power granted herein, or to enforce any other proper remedy.

Section 7. Notice to the Corporation. All notices and other communications required or permitted to be given to the Corporation hereunder shall be made by first-class mail, postage prepaid, to the Corporation at its principal executive offices (currently located on the date of the adoption of these resolutions at the following address: 8361 E Gelding Drive, Scottsdale, Arizona 85260. Any notice to the shareholders shall be made to their address as set forth on the books and records of the Corporation.

EXHIBIT E

MEDIA TECHNICS CORPORATION

CERTIFICATE OF DESIGNATION OF  
CLASS J CONVERTIBLE PREFERRED STOCK

Pursuant to Title 7, Section 78 of the Nevada Revised Statutes ("NRS"), on behalf of Silverado Financial, Inc. (the "Corporation"), a corporation organized and existing under the NRS, pursuant to the authority given to the Board of Directors of the Corporation by the Certificate of Incorporation of the Corporation, as amended, (the "Certificate of Incorporation"), Section 9 of the Corporation's Bylaws, as amended, (the "Bylaws"), and in accordance with the provisions of Title 7, Section 78 of the NRS, the Board of Directors of the Corporation, on or about December 1, 2009 and a second resolution adopted on or about June 13, 2011, a class of Class J Preferred Stock, par value \$0.001 per share, of the Corporation is hereby created and that the designation and number of shares thereof and the voting powers, preferences, limitations, restrictions and relative rights of the shares of such Class J Preferred Stock are as follows:

CLASS J CONVERTIBLE PREFERRED STOCK

Section 1. Designation and Amount.

1.01 Designation. The designation of this class of capital stock shall be "Class J Convertible Preferred Stock," par value \$0.001 per share (the "Class J Stock"). The number of shares, powers, terms, conditions, designations, preferences and privileges, relative, participating, optional and other special rights, and qualifications, limitations and restrictions, if any, of the Class J Stock shall be as set forth herein. The number of authorized shares of the Class J Stock is 500,000 shares. The term "Preferred Stock" shall mean the Class J Stock and any other class of preferred stock that the Board of Directors may establish in accordance with the Certificate of Incorporation.

1.02 Face Value. The Class J Stock shall have a face value of \$1 per share (the "Face Value").

Section 2. Ranking. The Corporation's Class J Stock shall rank junior and secondary to all other classes or series of stock issued by the Corporation.

Section 3. Dividend Provisions. The holders of shares of Class J Stock have no dividend rights except as may be declared by the Board of Directors of the Corporation in its sole and absolute discretion, out of funds legally available for that purpose.

Section 4. Voting. The Class J Stockholders shall not be entitled to vote on any matters requiring a shareholder vote of the Corporation.

Section 5. Conversion.

5.01 Any Class J Stockholder shall have the right to convert any or all of its Class J Stock into one thousand (1,000) shares of Common Stock

5.02 Any Class J Stockholder may exercise the right to convert such shares into Common Stock pursuant to this Section 5 by delivering to the Corporation during regular business hours, at the office of the Corporation or any transfer agent of the Corporation or at such other place as may be designated by the Corporation, the certificate or certificates for the shares to be converted (the "Class J Preferred Certificate"), duly endorsed or assigned in blank to the Corporation (if required by it).

5.03 Each Class J Preferred Certificate shall be accompanied by written notice (the "Conversion Demand") stating that such holder elects to convert such shares and stating the name or names (with address) in which the certificate or certificates for the shares of Common Stock (the "Common Certificate") are to be issued. Such conversion shall be deemed to be effected on the date when such delivery is made, and such date is referred to herein as the "Conversion Date."

5.04 As promptly as practicable thereafter, the Corporation shall issue and deliver to or upon the written order of such holder, at the place designated by such holder, a certificate or certificates for the number of shares of

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Common Stock to which such holder is entitled by virtue of the holder's election to convert pursuant to this section.

5.05 Upon conversion of only a portion of the number of shares covered by a Class J Preferred Certificate, the Corporation shall issue and deliver to or upon the written order of the holder of such Class J Preferred Certificate, at the expense of the Corporation, a new certificate covering the number of shares of the Class J Stock representing the unconverted portion of the Class J Preferred Certificate, which new certificate shall entitle the holder thereof to all the rights, powers and privileges of a holder of such shares.

5.06 The Corporation shall pay all documentary, stamp or other transactional taxes (excluding income taxes) attributable to the issuance or delivery of shares of capital stock of the Corporation upon conversion of any shares of Class J Stock; provided, however, that the Corporation shall not be required to pay any taxes which may be payable in respect of any transfer involved in the issuance or delivery of any certificate for such shares in a name other than that of the Class J Stockholder in respect of which such shares of Class J Stock are being issued.

5.07 The Corporation shall reserve out of its authorized, but unissued, shares of Common Stock, solely for the purpose of effecting the conversion of the Class J Stock, sufficient shares of Common Stock to provide for the conversion of all outstanding shares of Class J Stock.

5.08 All shares of Common Stock which may be issued in connection with the conversion provisions set forth herein will, upon issuance by the Corporation, be validly issued, fully paid and nonassessable, not subject to any preemptive or similar rights and free from all taxes, liens or charges with respect thereto created or imposed by the Corporation.

5.09 In no event, shall a holder of any Class J Stock be allowed to convert such shares of Class J Stock into Common Stock which, upon giving effect to such conversion, would cause the aggregate number of shares of Common Stock beneficially owned by the holder, and/or its affiliates, to exceed four and nine tenths percent (4.9%) of the currently issued and outstanding shares of the Corporation. In reference to the written notice of election to convert required by Section 5.03 above, the holder shall affirm in that notice, under penalty of perjury, the exact number of shares held by the holder on the date of the notice and the Corporation shall have the right to reduce any demand for conversion by a number such that the total number of shares held by the holder after conversion will not exceed four and nine tenths percent (4.9%) of the currently issued and outstanding shares of the Corporation.

5.10 In the event that the Company shall at any time subdivide the outstanding shares of Common Stock, the ratio specified in Section 5.01 above in effect immediately prior to such subdivision shall be proportionately increased, and in the event that the Company shall at any time combine the outstanding shares of Common Stock, the ratio specified in Section 5.01 above in effect immediately prior to such combination shall be decreased by an amount equal to eighty-five percent (85%) of the ratio by which the Common Stock is being reduced and shall continue to be reduced in a proportion equal to eighty-five percent (85%) of the ratio by which the Common Stock may be reduced in any subsequent combination or combinations.

Section 6. Certain Covenants. Any registered holder of Class J Stock may proceed to protect and enforce its rights and the rights of such holders by any available remedy by proceeding at law or in equity to protect and enforce any such rights, whether for the specific enforcement of any provision in this Certificate of Designation or in aid of the exercise of any power granted herein, or to enforce any other proper remedy.

Section 7. Notice to the Corporation. All notices and other communications required or permitted to be given to the Corporation hereunder shall be made by first-Class Mail, postage prepaid, to the Corporation at its principal executive offices (currently located on the date of the adoption of these resolutions at the following address: 8361 E Gelding Drive, Scottsdale, Arizona 85260. Any notice to the shareholders shall be made to their address as set forth on the books and records of the Corporation.

EXHIBIT F

MEDIA TECHNICS CORPORATION

RESTATED CERTIFICATE OF DESIGNATION OF  
CLASS M CONVERTIBLE PREFERRED STOCK

Pursuant to Title 7, Section 78 of the Nevada Revised Statutes (“NRS”), on behalf of Silverado Financial, Inc. (the “Corporation”), a corporation organized and existing under the NRS, pursuant to the authority given to the Board of Directors of the Corporation by the Certificate of Incorporation of the Corporation, as amended, (the “Certificate of Incorporation”), Section 9 of the Corporation’s Bylaws, as amended, (the “Bylaws”), and in accordance with the provisions of Title 7, Section 78 of the NRS, the Board of Directors of the Corporation, on or about December 1, 2009 and a second resolution adopted on or about June 13, 2011, a class of Class M Preferred Stock, par value \$0.001 per share, of the Corporation is hereby created and that the designation and number of shares thereof and the voting powers, preferences, limitations, restrictions and relative rights of the shares of such Class M Preferred Stock are as follows:

CLASS M CONVERTIBLE PREFERRED STOCK

Section 1. Designation and Amount.

1.01 Designation. The designation of this class of capital stock shall be “Class M Convertible Preferred Stock,” par value \$0.001 per share (the “Class M Stock”). The number of shares, powers, terms, conditions, designations, preferences and privileges, relative, participating, optional and other special rights, and qualifications, limitations and restrictions, if any, of the Class M Stock shall be as set forth herein. The number of authorized shares of the Class M Stock is 100,000 shares. The term “Preferred Stock” shall mean the Class M Stock and any other class of preferred stock that the Board of Directors may establish in accordance with the Certificate of Incorporation.

1.02 Face Value. The Class M Stock shall have a face value of \$2.12 per share (the “Face Value”).

Section 2. Ranking. The Corporation’s Class M Stock shall rank junior and secondary to all other classes or series of stock issued by the Corporation.

Section 3. Dividend Provisions. The holders of shares of Class M Stock have no dividend rights except as may be declared by the Board of Directors of the Corporation in its sole and absolute discretion, out of funds legally available for that purpose.

Section 4. Voting. The Class M Stockholders shall not be entitled to vote on any matters requiring a shareholder vote of the Corporation.

Section 5. Conversion.

5.01 Any Class M Stockholder shall have the right to convert any or all of its Class M Stock into one thousand (1,000) shares of Common Stock

5.02 Any Class M Stockholder may exercise the right to convert such shares into Common Stock pursuant to this Section 5 by delivering to the Corporation during regular business hours, at the office of the Corporation or any transfer agent of the Corporation or at such other place as may be designated by the Corporation, the certificate or certificates for the shares to be converted (the “Class M Preferred Certificate”), duly endorsed or assigned in blank to the Corporation (if required by it).

5.03 Each Class M Preferred Certificate shall be accompanied by written notice (the “Conversion Demand”) stating that such holder elects to convert such shares and stating the name or names (with address) in which the certificate or certificates for the shares of Common Stock (the “Common Certificate”) are to be issued. Such conversion shall be deemed to be effected on the date when such delivery is made, and such date is referred to herein as the “Conversion Date.”

5.04 As promptly as practicable thereafter, the Corporation shall issue and deliver to or upon the written order of such holder, at the place designated by such holder, a certificate or certificates for the number of shares of



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Common Stock to which such holder is entitled by virtue of the holder's election to convert pursuant to this section.

5.05 Upon conversion of only a portion of the number of shares covered by a Class M Preferred Certificate, the Corporation shall issue and deliver to or upon the written order of the holder of such Class M Preferred Certificate, at the expense of the Corporation, a new certificate covering the number of shares of the Class M Stock representing the unconverted portion of the Class M Preferred Certificate, which new certificate shall entitle the holder thereof to all the rights, powers and privileges of a holder of such shares.

5.06 The Corporation shall pay all documentary, stamp or other transactional taxes (excluding income taxes) attributable to the issuance or delivery of shares of capital stock of the Corporation upon conversion of any shares of Class M Stock; provided, however, that the Corporation shall not be required to pay any taxes which may be payable in respect of any transfer involved in the issuance or delivery of any certificate for such shares in a name other than that of the Class M Stockholder in respect of which such shares of Class M Stock are being issued.

5.07 The Corporation shall reserve out of its authorized, but unissued, shares of Common Stock, solely for the purpose of effecting the conversion of the Class M Stock, sufficient shares of Common Stock to provide for the conversion of all outstanding shares of Class M Stock.

5.08 All shares of Common Stock which may be issued in connection with the conversion provisions set forth herein will, upon issuance by the Corporation, be validly issued, fully paid and nonassessable, not subject to any preemptive or similar rights and free from all taxes, liens or charges with respect thereto created or imposed by the Corporation.

5.09 In no event, shall a holder of any Class M Stock be allowed to convert such shares of Class M Stock into Common Stock which, upon giving effect to such conversion, would cause the aggregate number of shares of Common Stock beneficially owned by the holder, and/or its affiliates, to exceed four and nine tenths percent (4.9%) of the currently issued and outstanding shares of the Corporation. In reference to the written notice of election to convert required by Section 5.03 above, the holder shall affirm in that notice, under penalty of perjury, the exact number of shares held by the holder on the date of the notice and the Corporation shall have the right to reduce any demand for conversion by a number such that the total number of shares held by the holder after conversion will not exceed four and nine tenths percent (4.9%) of the currently issued and outstanding shares of the Corporation.

Section 6. Certain Covenants. Any registered holder of Class M Stock may proceed to protect and enforce its rights and the rights of such holders by any available remedy by proceeding at law or in equity to protect and enforce any such rights, whether for the specific enforcement of any provision in this Certificate of Designation or in aid of the exercise of any power granted herein, or to enforce any other proper remedy.

Section 7. Notice to the Corporation. All notices and other communications required or permitted to be given to the Corporation hereunder shall be made by first-class mail, postage prepaid, to the Corporation at its principal executive offices (currently located on the date of the adoption of these resolutions at the following address: 8361 E Gelding Drive, Scottsdale, Arizona 85260. Any notice to the shareholders shall be made to their address as set forth on the books and records of the Corporation.

EXHIBIT G

MEDIA TECHNICS CORPORATION

RESTATED CERTIFICATE OF DESIGNATION OF  
CLASS X CONVERTIBLE PREFERRED STOCK

Pursuant to Title 7, Section 78 of the Nevada Revised Statutes ("NRS"), on behalf of Silverado Financial, Inc. (the "Corporation"), a corporation organized and existing under the NRS, pursuant to the authority given to the Board of Directors of the Corporation by the Certificate of Incorporation of the Corporation, as amended, (the "Certificate of Incorporation"), Section 9 of the Corporation's Bylaws, as amended, (the "Bylaws"), and in accordance with the provisions of Title 7, Section 78 of the NRS, the Board of Directors of the Corporation, on or about July 16, 2010 and a second resolution adopted on or about June 13, 2011, a class of Class X Convertible Preferred Stock, par value \$0.001 per share, of the Corporation is hereby created and that the designation and number of shares thereof and the voting powers, preferences, limitations, restrictions and relative rights of the shares of such Class X Convertible Preferred Stock.

CLASS X CONVERTIBLE PREFERRED STOCK

Article I. Designation and Amount, Face Value.

Section 1.01 The designation of this class of capital stock shall be "Class X Convertible Preferred Stock," par value \$0.001 per share ("Class X Stock"). The number of shares, powers, terms, conditions, designations, preferences and privileges, relative, participating, optional and other special rights, and qualifications, limitations and restrictions, if any, of the Class X Stock shall be as set forth herein. The number of authorized shares of the Class X Stock is 100,000 shares. The term "Preferred Stock" shall mean the Class X Stock and any other class of preferred stock that the Board of Directors may establish in accordance with the Certificate of Incorporation.

Section 1.02 Face Value. The Class X Stock shall have a face value of Fifty Cents (\$0.50) per share (the "Face Value"). The Face Value shall be used solely for determination of liquidation rights defined in Article IV of this Certificate of Designation and for the calculation of the conversion privilege defined in Article VI of this Certificate of Designation.

Article II. Ranking.

Section 2.01 The Corporation's Class X Stock shall rank, as to dividends and upon Liquidation (as defined in Section 4.02 of Article IV hereof), senior and prior to the Corporation's common stock, par value \$0.001 per share (the "Common Stock") and to any all other classes or series of stock issued by the Corporation, except as otherwise approved by the holders of at least a three-fourths (75%) majority of Class X Stock outstanding outstanding at the time of such vote or consent.

Article III. Liquidation Rights.

Section 3.01 With respect to rights on Liquidation (as defined in Section 4.02 of this Article IV hereof), the Class X Stock shall rank senior and prior to the any and all classes of series of the Corporation's Common Stock and to any and all other classes or series of preferred stock of the Corporation, except as otherwise approved by the affirmative vote or consent of the holders of at least a three-fourths (75%) majority of Class X Stock outstanding pursuant to Article VI (a)(ii) hereof. Furthermore, the Corporation may not designate any other class or series of common or preferred stock without first obtaining the affirmative vote or consent of the holders of at least a three-fourths (75%) majority of Class X Stock outstanding pursuant to Article VI (a)(ii) hereof.

Section 3.02 In the event of any liquidation, dissolution or winding-up of the affairs of the Corporation (collectively, a "Liquidation"), the sole participation to which the holders of shares of Class X Stock then outstanding (the "Class X Stockholders") shall be entitled, out of the assets of the Corporation legally available for distribution to its shareholders, whether from capital, surplus or earnings, to receive, before any payment shall be made to the holders of the Corporation's Common Stock or any other class or series of stock ranking on Liquidation junior to such Class X Stock, an amount per share equal to the Face Value. If upon any such Liquidation of the Corporation, the remaining assets of the Corporation available for distribution to its

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shareholders shall be insufficient to pay the holders of shares of Class X Stock the full amount to which they shall be entitled, the holders of shares of Class X Stock, and of any class or series of stock ranking upon liquidation on a parity with the Class X, Stock shall share pari passu in any distribution of the remaining assets and funds of the Corporation in proportion to the respective liquidation amounts of the Preferred Stock that would otherwise be payable to the holders of Preferred Stock with respect to the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

Article IV. Restrictive Legend.

Section 4.01 Any Class X Shares issued in reference to this designation shall bear on its face the following restrictive legend:

THE SHARES REPRESENTED BY THE CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AND MAY NOT BE SOLD, TRANSFERRED OR OTHERWISE DISPOSED UNLESS, IN THE OPINION OF COUNSEL SATISFACTORY TO THE ISSUER, THE TRANSFER QUALIFIES FOR AN EXEMPTION FROM OR EXEMPTION TO THE REGISTRATION PROVISIONS THEREOF.

Section 4.02 For purposes of this CERTIFICATE OF DESIGNATION OF CLASS X SECURED CONVERTIBLE PREFERRED STOCK, the term "Valid Exemption From or To Registration" shall mean, an exemption from or to registration, as enacted by the Congress of the United States of America and into law or a regulation promulgated by the United States Securities and Exchange Commission ("SEC") under the Securities Act of 1933 (the "Act") and then, only after receipt, by the Corporation, its Transfer Agent and the holder, of an opinion of counsel, for which the Corporation shall bear the cost, which clearly states that such an exemption is available to the Holder.

Article V. Conversion and Face Value.

Section 5.01 Any Class X Stockholder shall have the right to convert any or all of its Class X Stock into a variable number of shares, as set forth in Article VI, of fully paid and non-assessable shares of Common Stock for each share of Class X Stock so converted.

(a) Any Class X Stockholder may exercise the right to convert such shares into Common Stock pursuant to this Article VI by delivering to the Corporation during regular business hours, at the office of the Corporation or any transfer agent of the Corporation or at such other place as may be designated by the Corporation, the certificate or certificates for the shares to be converted (the "Class X Preferred Certificate"), duly endorsed or assigned in blank to the Corporation (if required by it).

(b) Each Class X Preferred Certificate shall be accompanied by written notice (the "Conversion Demand") stating that such holder elects to convert such shares and stating the name or names (with address) in which the certificate or certificates for the shares of Common Stock (the "Common Certificate") are to be issued. Such conversion shall be deemed to be effected on the date when such delivery is made, and such date is referred to herein as the "Conversion Date."

(c) As promptly as practicable thereafter, the Corporation shall issue and deliver to or upon the written order of such holder, at the place designated by such holder, a certificate or certificates for the number of shares of Common Stock, calculated as per Article VI Section 6.01 (f) (ii) below, to which such holder is entitled.

(d) The person in whose name the certificate or certificates for Common Stock are to be issued shall be deemed to have become a holder of record of Common Stock on the applicable Conversion Date, unless the transfer books of the Corporation are closed on such Conversion Date, in which event the holder shall be deemed to have become the shareholder of record on the next succeeding date on which the transfer books are open, provided that the Conversion Price shall be that Conversion Price in effect on the Conversion Date.

(e) Upon conversion of only a portion of the number of shares covered by a Class X Preferred Certificate, the Corporation shall issue and deliver to, or upon the written order of, the holder of such Class X Preferred Certificate, at the expense of the Corporation, a new certificate covering the number of shares of the Class X Stock representing the unconverted portion of the Class X Preferred Certificate, which new certificate shall entitle the holder thereof to all the rights, powers and privileges of a holder of such shares.

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(f) The number of shares of Common Stock to be issued pursuant to a Conversion demand shall be the number that is equal to 0.00025% of the total number shares of Common Stock outstanding at the time of the Conversion Demand (the "Conversion Ratio"). However, in no event shall the Conversion Ratio be less than five hundred (500) shares of Common Stock for each share of Class X Stock being converted (the "Minimum Conversion Ratio").

Section 5.02 The Corporation shall pay all documentary, stamp or other transactional taxes (excluding income taxes) attributable to the issuance or delivery of shares of capital stock of the Corporation upon conversion of any shares of Class X Stock; provided, however, that the Corporation shall not be required to pay any taxes which may be payable in respect of any transfer involved in the issuance or delivery of any certificate for such shares in a name other than that of the Class X Stockholder in respect of which such shares of Class X Stock are being issued.

Section 5.03 The Corporation shall reserve out of its authorized, but unissued, shares of Common Stock, solely for the purpose of effecting the conversion of the Class X Stock, sufficient shares of Common Stock to provide for the conversion of all outstanding shares of Class X Stock.

Section 5.04 All shares of Common Stock which may be issued in connection with the conversion provisions set forth herein will, upon issuance by the Corporation, be validly issued, fully paid and nonassessable, not subject to any preemptive or similar rights and free from all taxes, liens or charges with respect thereto created or imposed by the Corporation.

Section 5.05 In no event, shall a holder of any Class X Stock be allowed to convert such shares of Class X Stock into Common Stock which, upon giving effect to such conversion, would cause the aggregate number of shares of Common Stock beneficially owned by the holder, and/or its affiliates, to exceed four and nine tenths percent (4.9%) of the currently issued and outstanding shares of the Corporation. In reference to the written notice of election to convert required by Article VI Section 6.01 (b) above, the holder shall affirm in that notice, under penalty of perjury, the exact number of shares held by the holder on the date of the notice and the Corporation shall have the right to reduce any demand for conversion by a number such that the total number of shares held by the holder after conversion will not exceed four and nine tenths percent (4.9%) of the currently issued and outstanding shares of the Corporation.

Section 5.06 In the event that the Company shall at any time subdivide the outstanding shares of Common Stock, or shall issue a stock dividend on the outstanding Common Stock, the Minimum Conversion Ratio in effect immediately prior to such subdivision or the issuance of such dividend shall be proportionately increased, and in the event that the Company shall at any time combine the outstanding shares of Common Stock, the Minimum Conversion Ratio in effect immediately prior to such combination shall remain as stated herein above and shall continue to remain unchanged through any subsequent combination or combinations. Notwithstanding the above, in no event shall the effective conversion ratio, whether the Conversion Ratio or the Minimum Conversion Ratio, be less than 0.00025% of the total number shares of Common Stock outstanding at the time of the Conversion Demand.

Section 5.07 In no event may the Corporation combine or divide the number of shares of Class X Stock outstanding, nor change the authorized number of shares of Class X Stock, except as otherwise approved by the affirmative vote or consent of the holders of at least a three-fourths (75%) majority of Class X Stock outstanding pursuant to Article VI (a)(ii) hereof.

Article VI. Voting Rights.

Section 6.01 For purposes of this Article the term "Holder" shall have the meaning of the person to whom Class X Stock was originally issued by the Corporation (the "Original Holder"), or a holder in due course of Class X Stock obtained in any legal manner from the Original Holder, his heirs, successors or assigns.

(a) Voting Rights Prior to Conversion by Holder.

(i) A Holder of Class X Stock shall not be entitled to vote on any matters requiring the vote of the Corporations Common Stock shareholders prior to conversion by Holder.

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(ii) Class X Stockholders are entitled to vote only on matters relating to modifications, adjustments, waivers or other changes or matters relating to Class X Stock. Each Class X Stock share shall have one (1) vote on matters relating to Class X Stock.

(b) Voting Rights After Conversion but Prior to Sale by Holder. Upon the election to convert Class X Stock to Common Stock as per Article VI above, the Holder of any such Common Stock, obtained by virtue of a Conversion Demand as per Article VI above ("Converted Common Stock"), shall not be entitled to vote on any matters requiring a shareholder vote of the Corporation and those shares of Converted Common Stock shall not be counted for the purposes of determining the number of shares entitled to vote at any regular or special meeting of the shareholders of the Corporation.

(c) Voting After Conversion and Sale by the Original Holder.

(i) Upon any sale of any Converted Common Stock, the right to vote such shares, by the purchaser of Common Stock from a Holder, or from such purchaser by a purchaser in due course (the "Purchaser"), shall be the same as for any other Common Stock, and those Common Shares shall be counted for the purposes of determining the number of shares entitled to vote at any regular or special meeting of the shareholders of the Corporation. Any subsequent sales by a Purchaser or holder in due course therefrom, shall be the same as for any other Common Stock, and those Common Shares shall be counted for the purposes of determining the number of shares entitled to vote at any regular or special meeting of the shareholders of the Corporation. However;

(ii) the voting rights available to a Purchaser by virtue of a purchase under this Article VII, shall only be available to the Purchaser in the event that the sale of Converted Common Stock was made to the Purchaser under a Valid Exemption From or To Registration (as that term is defined in Section 6.02 of Article V of this Certificate of Designation); and

(iii) in the event that any sales of Converted Common Stock are made by a Holder, absent a Valid Exemption From or To Registration, then the shares shall be treated, for purposes of voting, in accordance with the restrictions on voting described in this Article VII, until such time as they are sold by the Purchaser pursuant to a Valid Exemption From or To Registration.

Article VII. Certain Covenants.

Section 7.01 Any Holder of Class X Stock may proceed to protect and enforce its rights and the rights of such holders by any available remedy by proceeding at law or in equity, whether for the specific enforcement of any provision in this Certificate of Designation or in aid of the exercise of any power granted herein, or to enforce any other proper remedy.

Article VIII. Security Agreement.

Section 8.01 The Class X Stock is secured by all of the assets and property of the Company as set forth in the Security Agreement, and any exhibits thereto (collectively attached hereto, and incorporated by reference, as "Exhibit 1"). Any security interest received pursuant to this section shall terminate upon the conversion of any share(s) of Class X Stock pursuant to Article VI hereof, as to the share(s) so converted, but shall not terminate as to any remaining, but unconverted share(s), until and unless such share(s) are converted pursuant to Article VI hereof.

Article IX. Dividends.

Section 9.01 From and after the date of the issuance of any shares of Class X Stock, the holders of record on each Mandatory Dividend Record Date of each share of Class X Stock will be entitled to receive, and the Board of Directors of the Corporation must declare (subject only to the legal availability of funds for payment thereof) cash dividends in an amount equal to the Dividend Rate times the Face Value (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Class X Stock) (the "Mandatory Dividends").

(a) "Dividend Rate" will mean a rate equal to 9% annually (computed on the basis of a 360-day year accruing from July 16, 2010; provided that such rate will increase to 12.0% annually in the event that any Mandatory Dividend is not paid in cash within ten days after any Mandatory Dividend Record Date.

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- (b) "Mandatory Dividend Record Date" means each January 1 of each year beginning with January 1, 2011 so long as any Class X Stock is outstanding.
- (c) "Base Amount" means, as of any date, an amount equal to the sum of the Face Value plus the amount of all Mandatory Dividends with respect to a share of Class X Stock that have accrued but not been paid in cash.
- (d) Mandatory Dividends will accrue from day to day, whether or not declared, and will be cumulative.
- (e) The Corporation will not declare, pay or set aside any dividends on, or redeem or repurchase in any manner (including, without limitation, pursuant to redemption, repurchase or put rights, or an election to receive consideration in lieu of conversion), shares of any other class or series of capital stock of the Corporation, including, without limitation, on any Junior Securities unless (in addition to the obtaining of any consents required elsewhere in the Articles of Incorporation) the holders of the Class X Stock then outstanding first receive, or simultaneously receive, a dividend on each outstanding share of Class X Stock in an amount at least equal to the amount of the aggregate Mandatory Dividends then accrued on such share of Class X Stock and not previously paid.
- (f) "Junior Securities" means all other classes or series of the Corporation's Common or Preferred Stock and any future capital stock of the Corporation the terms of which, subject to compliance with the rights, privileges and preferences of the Class X Stock, do not specifically provide that they are senior to or on parity with the Class X Stock. Any capital stock of the Corporation that purports to be senior to any of the rights, preferences, powers, privileges and restrictions, qualifications and limitations of the Class X Stock and that were not approved by the holders of the Class X Stock in accordance with Article II hereof shall be deemed to be Junior Securities.

Article X. Notice to the Corporation.

Section 10.01 All notices and other communications required or permitted to be given to the Corporation hereunder shall be made by first-class mail, postage prepaid, to the Corporation at its principal executive offices as may be fixed from time to time by the Board of Directors. Any notice to the shareholders shall be made to their address as set forth on the books and records of the Corporation.

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EXHIBIT H

**MEDIA TECHNICS CORPORATION**

AMENDED & RESTATED CERTIFICATE OF DESIGNATION OF  
CLASS Z CONVERTIBLE PREFERRED STOCK

Pursuant to Title 7, Section 78 of the Nevada Revised Statutes (“NRS”), the undersigned, on behalf of MediaTechnics Corporation (the “Corporation”), a corporation organized and existing under the NRS, DOES HEREBY CERTIFY:

That pursuant to the authority given to the Board of Directors of the Corporation by the Certificate of Incorporation of the Corporation, as amended, (the “Certificate of Incorporation”), Article IX of the Corporation’s Bylaws, as amended, (the “Bylaws”), and in accordance with the provisions of Title 7, Section 78 of the NRS, the Board of Directors of the Corporation, on or about February 28, 2008, adopted the a resolution creating a Class of Preferred Stock designated as Class Z Convertible Preferred Stock and that pursuant to the same authority, by resolutions adopted December 1, 2009 and again on June 13, 2011, hereby amends and restates the designation as follows herein.

RESOLVED that, pursuant to the authority vested in the Board of Directors of the Corporation in accordance with the NRS of the State of Nevada, the provisions of the Certificate of Incorporation and the Bylaws, a class of Class Z Convertible Preferred Stock, par value \$0.001 per share, of the Corporation is hereby created and that the designation and number of shares thereof and the voting powers, preferences, limitations, restrictions and relative rights of the shares of such Z Convertible Preferred Stock are as follows:

**CLASS Z CONVERTIBLE PREFERRED STOCK**

**Article I.** Designation and Amount, Face Value.

**Section 1.01** The designation of this class of capital stock shall be “Class Z Secured Convertible Preferred Stock,” par value \$0.001 per share (the “Class Z Stock”). The number of shares, powers, terms, conditions, designations, preferences and privileges, relative, participating, optional and other special rights, and qualifications, limitations and restrictions, if any, of the Class Z Stock shall be as set forth herein. The number of authorized shares of the Class Z Stock is 200,000 shares. The term “Preferred Stock” shall mean the Class Z Stock and any other class of preferred stock that the Board of Directors may establish in accordance with the Certificate of Incorporation.

**Section 1.02** Face Value. The Class Z Stock shall have a face value of \$6.00 per share (the “Face Value”). The Face Value shall be used solely for determination of liquidation rights defined in Article IV of this Certificate of Designation and for the calculation of the conversion privilege defined in Article VI of this Certificate of Designation.

**Article II.** Ranking.

**Section 2.01** The Corporation’s Class Z Stock shall rank, as to dividends and upon Liquidation (as defined in Section 4.02 of Article IV hereof), senior and prior to the Corporation’s common stock, par value \$0.001 per share (the “Common Stock”) and to any all other classes or series of stock issued by the Corporation, except as otherwise approved by the affirmative vote or consent of the holders of a majority of the shares of Class Z Stock outstanding at the time of such vote or consent.

**Article III.** Dividend Provisions.

**Section 3.01** The holders of shares of Class Z Stock shall earn a cumulative dividend paid in Class Z Stock at a rate of six percent (6%) annually. In the event that there are no available authorized shares of Class Z stock to be issued and paid as a dividend pursuant to this section, the dividend shall be paid in shares of the Company’s Common Capital Stock based on Class Z Stock Conversion features in Article VI, herein below or in cash as the holder may elect.

**Article IV.** Liquidation Rights.

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**Section 4.01** With respect to rights on Liquidation (as defined in Section 4.02 of this Article IV hereof), the Class Z Stock shall rank senior and prior to the Corporation's Common Stock and to preferred stock Classes A to F of the Corporation, inclusive, except as otherwise approved by the affirmative vote or consent of the holders of at least a majority of Class Z Stock outstanding pursuant to Article VI (a) hereof.

**Section 4.02** In the event of any liquidation, dissolution or winding-up of the affairs of the Corporation (collectively, a "Liquidation"), the sole participation to which the holders of shares of Class Z Stock then outstanding (the "Class Z Stockholders") shall be entitled, out of the assets of the Corporation legally available for distribution to its shareholders, whether from capital, surplus or earnings, to receive, before any payment shall be made to the holders of the Corporation's Common Stock or any other class or series of stock ranking on Liquidation junior to such Class Z Stock, an amount per share equal to the Face Value. If upon any such Liquidation of the Corporation, the remaining assets of the Corporation available for distribution to its shareholders shall be insufficient to pay the holders of shares of Class Z Stock the full amount to which they shall be entitled, the holders of shares of Class Z Stock, and of any class or series of stock ranking upon liquidation on a parity with the Class Z, Stock shall share pari passu in any distribution of the remaining assets and funds of the Corporation in proportion to the respective liquidation amounts of the Preferred Stock that would otherwise be payable to the holders of Preferred Stock with respect to the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

### **Article V.** Restrictive Legend.

**Section 5.01** Any Class Z Shares issued in reference to this designation shall bear on its face the following restrictive legend:

THE SHARES REPRESENTED BY THE CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AND MAY NOT BE SOLD, TRANSFERRED OR OTHERWISE DISPOSED UNLESS, IN THE OPINION OF COUNSEL SATISFACTORY TO THE ISSUER, THE TRANSFER QUALIFIES FOR AN EXEMPTION FROM OR EXEMPTION TO THE REGISTRATION PROVISIONS THEREOF.

**Section 5.02** For purposes of this CERTIFICATE OF DESIGNATION OF CLASS Z CONVERTIBLE PREFERRED STOCK, the term "Valid Exemption From or To Registration" shall mean, an exemption from or to registration, as enacted by the Congress of the United States of America and into law or a regulation promulgated by the United States Securities and Exchange Commission ("SEC") under the Securities Act of 1933 (the "Act") and then, only after receipt, by the Corporation, its Transfer Agent and the Holder, of an opinion of counsel, for which the Corporation shall bear the cost, which clearly states that such an exemption is available to the Holder.

### **Article VI.** Conversion and Face Value.

**Section 6.01** Any Class Z Stockholder shall have the right to convert any or all of its Class Z Stock into a variable number of shares, as set forth in Article VI, of fully paid and non-assessable shares of Common Stock for each share of Class Z Stock so converted.

- (a) Any Class Z Stockholder may exercise the right to convert such shares into Common Stock pursuant to this Article VI by delivering to the Corporation during regular business hours, at the office of the Corporation or any transfer agent of the Corporation or at such other place as may be designated by the Corporation, the certificate or certificates for the shares to be converted (the "Class Z Preferred Certificate"), duly endorsed or assigned in blank to the Corporation (if required by it).
- (b) Each Class Z Preferred Certificate shall be accompanied by written notice (the "Conversion Demand") stating that such holder elects to convert such shares and stating the name or names (with address) in which the certificate or certificates for the shares of Common Stock (the "Common Certificate") are to be issued. Such conversion shall be deemed to be effected on the date when such delivery is made, and such date is referred to herein as the "Conversion Date."
- (c) As promptly as practicable thereafter, the Corporation shall issue and deliver to or upon the written order of such holder, at the place designated by such holder, a certificate or certificates for the number of shares of Common Stock, calculated as per Article VI Section 6.01 (f) (ii) below, to which such holder is entitled.



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- (d) The person in whose name the certificate or certificates for Common Stock are to be issued shall be deemed to have become a holder of record of Common Stock on the applicable Conversion Date, unless the transfer books of the Corporation are closed on such Conversion Date, in which event the holder shall be deemed to have become the shareholder of record on the next succeeding date on which the transfer books are open, provided that the Conversion Price shall be that Conversion Price in effect on the Conversion Date.
- (e) Upon conversion of only a portion of the number of shares covered by a Class Z Preferred Certificate, the Corporation shall issue and deliver to or upon the written order of the holder of such Class Z Preferred Certificate, at the expense of the Corporation, a new certificate covering the number of shares of the Class Z Stock representing the unconverted portion of the Class Z Preferred Certificate, which new certificate shall entitle the holder thereof to all the rights, powers and privileges of a holder of such shares.
- (f) The number of shares to be issued in conversion of each share of Class Z Stock upon receipt of a Conversion Demand shall be determined by formula as follows here below and in keeping with the following definitions
  - (i) Definitions
    - 1) Annual Low Price. The "Annual Low Price" will be the lowest price paid on any trading day upon which the Company's Common Stock was traded in a public market during the fifty-two (52) weeks preceding the issuance of any Class Z Stock.
    - 2) Conversion Numerator. The "Conversion Numerator" shall be the Face Value (\$6.00) of the Class Z Stock.
    - 3) Maximum Conversion Denominator. The "Maximum Conversion Denominator will be \$0.004.
    - 4) Minimum Conversion Denominator. The "Minimum Conversion Denominator will be \$0.0005.
    - 5) Conversion Denominator. The "Conversion Denominator" shall be the number that is fifty percent (50%) of the Annual Low Price preceding any Conversion Demand. In the event that the Conversion Denominator calculated on the basis of the fifty percent (50%) of the Annual Low Price exceeds the Maximum Conversion Denominator, the Conversion Denominator shall be the Maximum Conversion Denominator. In the event that the Conversion Denominator calculated on the basis of the fifty percent (50%) of the Annual Low Price exceeds the Minimum Conversion Denominator, the Conversion Denominator shall be the Minimum Conversion Denominator.
    - 6) Calculated Conversion Ratio. The "Calculated Conversion Ratio" will be the Conversion Numerator divided by the Conversion Denominator.
  - (ii) Conversion Formula. The "Conversion Formula" shall be the Calculated Conversion Ratio multiplied by the number of shares being converted under a Conversion Demand.
  - (iii) No Fractional Shares. Any fractional shares required by calculation of the Conversion Formula will be rounded up to the next higher number of whole shares.

**Section 6.02** The Corporation shall pay all documentary, stamp or other transactional taxes (excluding income taxes) attributable to the issuance or delivery of shares of capital stock of the Corporation upon conversion of any shares of Class Z Stock; provided, however, that the Corporation shall not be required to pay any taxes which may be payable in respect of any transfer involved in the issuance or delivery of any certificate for such shares in a name other than that of the Class Z Stockholder in respect of which such shares of Class Z Stock are being issued.

**Section 6.03** The Corporation shall reserve out of its authorized, but unissued, shares of Common Stock, solely for the purpose of effecting the conversion of the Class Z Stock, sufficient shares of Common Stock to provide for the conversion of all outstanding shares of Class Z Stock.

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**Section 6.04** All shares of Common Stock which may be issued in connection with the conversion provisions set forth herein will, upon issuance by the Corporation, be validly issued, fully paid and nonassessable, not subject to any preemptive or similar rights and free from all taxes, liens or charges with respect thereto created or imposed by the Corporation.

**Section 6.05** In no event, shall a holder of any Class Z Stock be allowed to convert such shares of Class Z Stock into Common Stock which, upon giving effect to such conversion, would cause the aggregate number of shares of Common Stock beneficially owned by the holder, and/or its affiliates, to exceed four and nine tenths percent (4.9%) of the currently issued and outstanding shares of the Corporation. In reference to the written notice of election to convert required by Article VI Section 6.01 (b) above, the holder shall affirm in that notice, under penalty of perjury, the exact number of shares held by the holder on the date of the notice and the Corporation shall have the right to reduce any demand for conversion by a number such that the total number of shares held by the holder after conversion will not exceed four and nine tenths percent (4.9%) of the currently issued and outstanding shares of the Corporation.

**Section 6.06** In the event that the Company shall at any time subdivide the outstanding shares of Common Stock, or shall issue a stock dividend on the outstanding Common Stock, the Minimum Conversion Ratio and the Maximum Conversion Ratio in effect immediately prior to such subdivision or the issuance of such dividend shall be proportionately increased, and in the event that the Company shall at any time combine the outstanding shares of Common Stock, the Minimum Conversion Ratio and the Maximum Conversion Ratio in effect immediately prior to such combination shall remain as stated herein above and shall continue to remain unchanged through any subsequent combination or combinations.

**Article VII. Voting Rights.**

**Section 7.01** For purposes of this Article the term "Holder" shall have the meaning of the person to whom Class Z Stock was originally issued by the Corporation (the "Original Holder"), or a holder in due course of Class Z Stock obtained in any legal manner from the Original Holder, his heirs, successors or assigns.

- (a) **Voting Rights Prior to Conversion by Holder.** A Holder of Class Z Stock shall not be entitled to vote on any matters requiring a shareholder vote of the Corporation.
- (b) **Voting Rights After Conversion but Prior to Sale by Holder.** Upon the election to convert Class Z Stock to Common Stock as per Article VI above, the Holder of any such Common Stock, obtained by virtue of a Conversion Demand as per Article VI above ("Converted Common Stock"), shall not be entitled to vote on any matters requiring a shareholder vote of the Corporation and those shares of Converted Common Stock shall not be counted for the purposes of determining the number of shares entitled to vote at any regular or special meeting of the shareholders of the Corporation.
- (c) **Voting After Conversion and Sale by the Original Holder.**
  - (i) Upon any sale of any Converted Common Stock, the right to vote such shares, by the purchaser of Common Stock from a Holder, or from such purchaser by a purchaser in due course (the "Purchaser"), shall be the same as for any other Common Stock, and those Common Shares shall be counted for the purposes of determining the number of shares entitled to vote at any regular or special meeting of the shareholders of the Corporation. Any subsequent sales by a Purchaser or holder in due course therefrom, shall be the same as for any other Common Stock, and those Common Shares shall be counted for the purposes of determining the number of shares entitled to vote at any regular or special meeting of the shareholders of the Corporation. However;
  - (ii) the voting rights available to a Purchaser by virtue of a purchase under this Article VII, shall only be available to the Purchaser in the event that the sale of Converted Common Stock was made to the Purchaser under a Valid Exemption From or To Registration (as that term is defined in Section 6.02 of Article V of this Certificate of Designation; and
  - (iii) in the event that any sales of Converted Common Stock are made by a Holder, absent a Valid Exemption From or To Registration, then the shares shall be treated, for purposes of voting, in

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accordance with the restrictions on voting described in this Article VII, until such time as they are sold by the Purchaser pursuant to a Valid Exemption From or To Registration.

**Article VIII.** Certain Covenants.

**Section 8.01** Any registered holder of Class Z Stock may proceed to protect and enforce its rights and the rights of such holders by any available remedy by proceeding at law or in equity, whether for the specific enforcement of any provision in this Certificate of Designation or in aid of the exercise of any power granted herein, or to enforce any other proper remedy.

**Article IX.** Notice to the Corporation.

**Section 9.01** All notices and other communications required or permitted to be given to the Corporation hereunder shall be made by first-class mail, postage prepaid, to the Corporation at its principal executive offices as may be fixed from time to time by the Board of Directors. Any notice to the shareholders shall be made to their address as set forth on the books and records of the Corporation.