

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM654854

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Record Plant Inc.		11/09/2020	Corporation: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	The Record Plant, Inc.		
<b>Street Address:</b>	500B Lake Street		
<b>City:</b>	Ramsey		
<b>State/Country:</b>	NEW JERSEY		
<b>Postal Code:</b>	07446		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 6</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	76309604	RECORD PLANT RECORDING STUDI	
<b>Serial Number:</b>	90395513	RECORDPLANT	
<b>Serial Number:</b>	90395554	THE PLANT	
<b>Serial Number:</b>	90395573	THE PLANT RECORDING STUDIOS	
<b>Serial Number:</b>	90504727	FILM PLANT	
<b>Serial Number:</b>	90505237	DIGIPLANT	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	703-439-4899		
<b>Email:</b>	noelle.patti@gmail.com		
<b>Correspondent Name:</b>	Noelle Mineweaser		
<b>Address Line 1:</b>	6657 S. Robertsdale Way		
<b>Address Line 4:</b>	Aurora, COLORADO 80016		
<b>NAME OF SUBMITTER:</b>	Noelle Mineweaser		
<b>SIGNATURE:</b>	/Noelle Mineweaser/		
<b>DATE SIGNED:</b>	06/18/2021		
<b>Total Attachments: 30</b>			

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**ACTION BY WRITTEN CONSENT  
OF THE SOLE DIRECTOR OF  
RECORD PLANT, INC.  
A DELAWARE CORPORATION**

The undersigned, being the sole Director of RECORD PLANT, INC., a Delaware corporation (the "Company"), does hereby adopt, confirm, and ratify the following resolutions of the Sole Director of the corporation in accordance with the Bylaws of the corporation and with Section 141(f) of the General Corporation Law of the State of Delaware:

NAME CHANGE

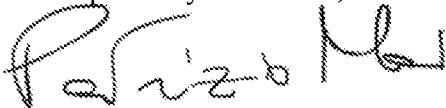
**WHEREAS** the Sole Director of the corporation have determined it to be in the best interests of the Company to amend its Certificate of Incorporation to change the name of the Company to "The Record Plant, Inc.";

**NOW, THEREFORE, BE IT RESOLVED** that the Certificate of Incorporation of the Company be amended to change the name of the Company, as more particularly set forth in the form of Certificate of Amendment of Certificate of Incorporation attached hereto as Exhibit "A";

OMNIBUS RESOLUTION

**RESOLVED FURTHER** that the Officers of the corporation, and each of them, are authorized and directed to do all acts and execute all instruments and documents necessary or advisable to carry into effect the intent of the above resolutions, and such acts are ratified, confirmed, and approved for and on behalf of the corporation as its corporate acts.

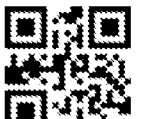
Respectfully submitted,



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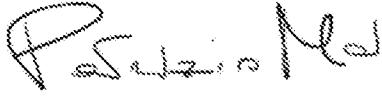
**PATRIZIO MOI, SECRETARY**

|SIGNATURES CONTINUED ON THE NEXT PAGE|



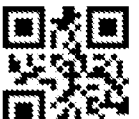
**THE UNDERSIGNED** consents to and approves the foregoing actions and resolutions as of November 9, 2020.

**DIRECTOR:**



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**PATRIZIO MOI**



**EXHIBIT "A"**

**RECORD PLANT, INC.**, a Delaware Corporation

Certificate of Amendment of Certificate of Incorporation



**UNANIMOUS WRITTEN CONSENT  
OF THE SOLE STOCKHOLDER OF  
RECORD PLANT, INC.  
A DELAWARE CORPORATION**

The undersigned, being the sole Stockholder of **RECORD PLANT, INC.**, a Delaware corporation ("the Company"), hereby adopt, confirm, and ratify the following resolutions of the Shareholders of the Company in accordance with the Bylaws of the corporation and with Section 228 (a) of the General Corporation Law of the State of Delaware:

NAME CHANGE

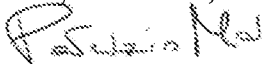
**WHEREAS** the Stockholders of the corporation have determined it to be in the best interests of the Company to amend its Certificate of Incorporation to change the name of the Company to "The Record Plant, Inc.";

**NOW, THEREFORE, BE IT RESOLVED** that the Certificate of Incorporation of the Company be amended to change the name of the Company, as more particularly set forth in the form of Certificate of Amendment of Certificate of Incorporation attached hereto as Exhibit "A";

OMNIBUS RESOLUTION

**RESOLVED FURTHER** that the Officers of the corporation, and each of them, are authorized and directed to do all acts and execute all instruments and documents necessary or advisable to carry into effect the intent of the above resolutions, and such acts are ratified, confirmed, and approved for and on behalf of the corporation as its corporate acts.

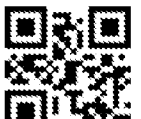
Respectfully submitted,



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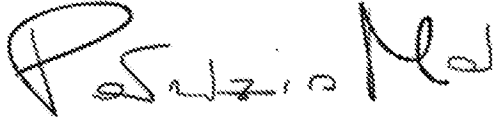
**PATRIZIO MOI**, Secretary

**[SIGNATURES CONTINUED ON THE NEXT PAGE]**



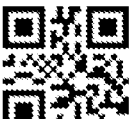
**THE UNDERSIGNED** consent to and approve the foregoing actions and resolutions as of November 9, 2020.

**SHAREHOLDER:**

A handwritten signature in black ink, appearing to read "Patrizio Moi". The signature is written in a cursive, somewhat stylized font. The first letter "P" is large and loops around. The name "Moi" is written in a similar cursive style.

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**PATRIZIO MOI**



**EXHIBIT "A"**

**RECORD PLANT, INC.**, a Delaware Corporation

Certificate of Amendment of Certificate of Incorporation

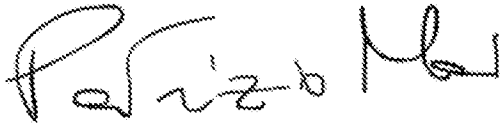




**WAIVER OF NOTICE AND CONSENT TO HOLDING  
OF A MEETING OF THE INITIAL DIRECTORS OF  
THE RECORD PLANT, INC.,  
A DELAWARE CORPORATION**

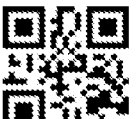
The undersigned, being the Initial Director identified in the Certificate of Incorporation of The Record Plant, Inc., a Delaware corporation, does hereby waive notice of the time, place and purpose of a meeting of the Initial Director of the corporation and fix October 30, 2020, at 9:00 AM at 500B Lake Street, Ramsey, New Jersey 07446, as the time and place of the meeting; and consents to the transaction of any and all business that may come before the meeting, including, but not limited to, the election of Directors and Officers, the adoption of Bylaws, the adoption of a form of corporate Seal, the adoption of a form of Stock Certificate, the designation of a principal place for the transaction of corporate business, the designation of depositories for funds and the authorization to deal with corporate funds, the authorization of the sale and issuance of securities, the election of the corporation to be taxed under Subchapter S of the Internal Revenue Code of 1986, as amended, and transacting such other business as may be brought before said meeting; and do further agree and consent that any business transacted at said meeting shall be as valid and legal and of the same force and effect as though said meeting were held after notice was duly given.

Executed at Ramsey, New Jersey as of October 30, 2020.



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PATRIZIO MOI



**MINUTES OF A MEETING OF THE INITIAL DIRECTOR  
AND THE BOARD OF DIRECTORS OF  
THE RECORD PLANT, INC.  
A DELAWARE CORPORATION**

The Initial Director in the Certificate of Incorporation of THE RECORD PLANT, INC., a Delaware Corporation, held a meeting on October 30, 2020, at 9:00 AM, at 500B Lake Street, Ramsey, New Jersey 07446, pursuant to the foregoing Waiver of Notice and Consent.

**PARTIES PRESENT**

Present in person at the meeting was Patrizio Moi. Patrizio Moi was elected to serve as Chairman and Patrizio Moi served as Secretary of the meeting.

**CERTIFICATE OF INCORPORATION**

The Chairman announced that the original Certificate of Incorporation of the corporation had been filed in the Office of the Delaware Secretary of State.

Upon motion duly made, seconded, discussed, and carried, the following resolutions were adopted:

**RESOLVED** that the Secretary of the corporation is authorized and directed to insert a copy of said Certificate in the Minute Book of the corporation.

**BYLAWS**

The matter of the adoption of Bylaws for the regulation of the affairs of the corporation was next considered. The Secretary presented to the meeting a form of Bylaws that were duly considered and discussed.

Upon motion duly made, seconded, discussed, and carried, the following resolutions were adopted:



**RESOLVED** that the Bylaws presented to this meeting and discussed be, and the same are, adopted as the Bylaws of the corporation.

### **ELECTION OF DIRECTORS**

The Chairman stated that the Bylaws adopted by the corporation provided that there be One (1) Director.

Upon motion duly made, seconded, discussed, and carried, the following person be, and each hereby is, elected as a director of the corporation:

Patrizio Moi

### **ELECTION OF OFFICERS**

The Board then proceeded to the election of Officers of the corporation. The following person be, and hereby is, elected to the offices indicated below:

President: Patrizio Moi

Secretary: Patrizio Moi

Treasurer: Patrizio Moi

### **STOCK CERTIFICATE**

The Secretary presented a proposed form of stock certificate for use by the corporation.

Upon motion duly made, seconded, and discussed, and carried, the following resolution was adopted:

**RESOLVED FURTHER** that the form of stock certificate representing shares of Common Stock, par value \$0.01 per share, of the corporation presented to this meeting is approved and adopted as the form of stock certificate for the Common Stock of the corporation.



### **AGENT FOR SERVICE OF PROCESS**

The Secretary was then instructed to insert a sample copy of the Stock Certificate in the Minute Book immediately following the minutes of this meeting.

The Chairman informed the Board that the corporation is required under the General Corporation Law of Delaware to designate an agent for service of process in the State of Delaware and that eResidentAgent, Inc. had been designated as that agent in the corporation's Certificate of Incorporation filed with the Secretary of State.

Upon motion duly made, seconded, discussed, and carried, the following resolution was adopted:

**RESOLVED** that eResidentAgent, Inc., a California corporation, is approved as the agent of the corporation for the purpose of service of process under the provisions of the General Corporation Law of Delaware.

### **LOCATION OF PRINCIPAL OFFICE**

The location of the principal office of the corporation for the transaction of business of the corporation was fixed pursuant to the following resolution, adopted upon motion duly made, seconded, and carried:

**RESOLVED FURTHER** that 500B Lake Street, Ramsey, New Jersey 07446, is hereby designated as the principal office for the transaction of business of the corporation.

### **CORPORATE BANK ACCOUNT**

To provide for the deposit of the funds of the corporation and to authorize certain officers to deal herewith, upon motion duly made, seconded and carried, the following resolutions were adopted:

**RESOLVED** that the President or Treasurer of the corporation, acting independently, are authorized:



(a) To designate one or more banks, trust companies, or other similar institutions as depositories of the funds, including, without limitation, cash and cash equivalents, of the corporation;

(b) To open, keep, and close general and special bank accounts, including general deposit accounts, payroll accounts, and working fund accounts, with any such depository;

(c) To cause to be deposited in such accounts with any such depository, from time to time, such funds, including, without limitation, cash, and cash equivalents, of the corporation as such officers deem necessary or advisable, and to designate or change the designation of the officer or officers and agent or agents of the corporation who will be authorized to make such deposits and to endorse checks, drafts, or other instruments for such deposit;

(d) From time to time to designate or change the designation of the officer or officers and agent or agents of the corporation who will be authorized to sign or countersign checks, drafts, or other orders for the payment of money issued in the name of the corporation against any funds deposited in any such accounts, and to revoke any such designation;

(e) To authorize the use of facsimile signatures for the signing or countersigning of checks, drafts, or other orders for the payment of money, and to enter into such agreements as banks and trust companies customarily require as a condition of permitting the use of facsimile signatures;

(f) To make such general and special rules and regulations with respect to such accounts as they may deem necessary or advisable; and

(g) To complete, execute and/or certify any customary printed bank signature card forms in order to conveniently exercise the authority granted by those resolutions and any resolutions printed thereon shall be deemed adopted as part hereof.

**RESOLVED FURTHER** that all form resolutions required by such depository as presented to this meeting, are adopted in such form utilized by the depository, and the Secretary of the corporation is authorized to certify such resolutions as having been adopted at this meeting and is directed to insert the



form of such resolutions in the Minute Book immediately following the minutes of this meeting.

**RESOLVED FURTHER** that any such depository to which a copy certified by the Secretary of the corporation of these resolutions shall have been delivered shall be entitled to rely thereon for all purposes until it shall have received written notice of the revocation or amendment of these resolutions by the Board of Directors of the corporation.

**RESOLVED FURTHER** that the initial depository for this corporation's funds shall be \_\_\_\_\_, in Los Angeles, California, and the following individual(s) shall be authorized to sign checks, drafts, or other orders:

Patrizio Moi

**IDENTIFICATION NUMBER**

After discussion and upon motion duly made and seconded, the following resolution was adopted:

**RESOLVED FURTHER** that the Treasurer shall prepare and file the appropriate Federal Tax Identification Number Application Form.

**ISSUANCE OF STOCK**

The Chairman next informed the Board that, to provide capital for the corporation, it would be necessary to sell and issue One Thousand (1,000) shares.

Upon motion duly made, seconded, discussed, and carried, the following resolutions were adopted:

**WHEREAS**, the Board of Directors deems it advisable and in the best interests of the corporation to take steps to issue shares of its capital stock;

**THEREFORE IT IS RESOLVED** that the corporation sell and issue One Thousand (1,000) shares of the common stock of the corporation, to the person and for the consideration set forth below; and that the consideration for these shares shall be paid in full before their issuance and delivery.



To Patrizio Moi, an individual, One Thousand (1,000) shares at One and No/100s Dollars (\$1.00) each, for a cash price of One Thousand and No/100s Dollars (\$1,000.00).

**RESOLVED FURTHER** that the President and Secretary of the corporation be, and each hereby is, authorized to issue to the above named person, stock certificates or certificates evidencing ownership of One Thousand (1,000) shares of this corporation's common stock.

**SUBCHAPTER S TAX ELECTION**

The Board next discussed the possible tax advantages to the stockholders of having the corporation taxed under Subchapter S of the Internal Revenue Code and that to secure such advantage it would be necessary to file an Election by a Small Business Corporation (Form 2553) to be so taxed with the Internal Revenue Service.

Upon motion duly made, seconded, discussed, and carried, the following resolution was adopted:

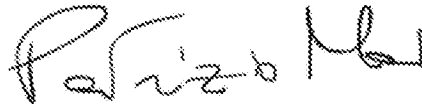
**RESOLVED** that the corporation elect to be taxed by the federal government under Section 1372 of the Internal Revenue Code and that the Officers of the corporation, and each of them as is necessary, are authorized and directed to execute and file with the Internal Revenue Service an Election by a Small Business Corporation (Form 2553).



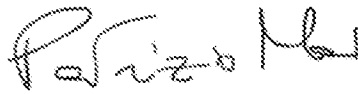
**ADJOURNMENT**

There being no further business to come before the meeting, on motion duly made, seconded, and carried, the meeting was adjourned.

Respectfully submitted,



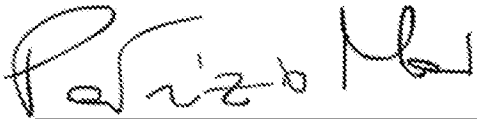
\_\_\_\_\_  
PATRIZIO MOI, SECRETARY



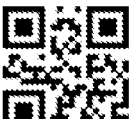
\_\_\_\_\_  
PATRIZIO MOI, TREASURER

**THE UNDERSIGNED** consents to and approves the foregoing actions and resolutions as of the date first written above.

**DIRECTOR:**



\_\_\_\_\_  
PATRIZIO MOI





**BYLAWS**  
**OF**  
**THE RECORD PLANT, INC.**

**ARTICLE I**  
**MEETINGS OF STOCKHOLDERS**

Section 1. **ANNUAL MEETINGS.**

The annual meeting of the stockholders shall be held, each year, at the time and on the day as follows:

Time of Meeting: 9:00 AM

Date of Meeting: First Monday in August

If this day shall be a legal holiday, then the meeting shall be held on the next succeeding business day, at the same hour. At the annual meeting, the stockholders shall elect a Board of Directors, consider reports of the affairs of the corporation and transact such other business as may properly be brought before the meeting.

Section 2. **SPECIAL MEETINGS.**

Special meetings of stock-holders for any purpose or purposes may be called at any time by the Board of Directors, but such special meetings may not be called by any other person or persons. Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice.

Section 3. **NOTICE OF MEETINGS.**

Whenever stock-holders are required or permitted to take any action at a meeting, a notice of the meeting shall be given that shall state the place, if any, date and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless otherwise provided by law, the certificate of incorporation or these by-laws, the notice of any meeting shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting to each stockholder entitled to vote at such meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail, postage prepaid,



directed to the stockholder at such stockholder's address as it appears on the records of the corporation.

Section 4. **ADJOURNMENTS.**

Any meeting of stockholders, annual or special, may adjourn from time to time to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 5. **QUORUM.**

Except as otherwise provided by law, the certificate of incorporation or these by-laws, at each meeting of stockholders the presence in person or by proxy of the holders of a majority in voting power of the outstanding shares of stock entitled to vote at the meeting shall be necessary and sufficient to constitute a quorum. In the absence of a quorum, the stockholders so present may, by a majority in voting power thereof, adjourn the meeting from time to time in the manner provided in Article I, Section 4 of these by-laws until a quorum shall attend. Shares of its own stock belonging to the corporation or to another corporation, if a majority of the shares entitled to vote in the election of directors of such other corporation is held, directly or indirectly, by the corporation, shall neither be entitled to vote nor be counted for quorum purposes; provided, however, that the foregoing shall not limit the right of the corporation or any subsidiary of the corporation to vote stock, including but not limited to its own stock, held by it in a fiduciary capacity.

Section 6. **ORGANIZATION.**

Meetings of stockholders shall be presided over by the Chairperson of the Board, if any, or in his or her absence by the Vice Chairperson of the Board, if any, or in his or her absence by the President, or in his or her absence by a Vice President, or in the absence of the foregoing persons by a chairperson designated by the Board of Directors, or in the absence of such designation by a chairperson chosen at the meeting. The Secretary shall act as secretary of the meeting, but in his or her absence the chairperson of the meeting may appoint any person to act as secretary of the meeting.

Section 7. **VOTING; PROXIES.**

Except as otherwise provided by or pursuant to the provisions of the certificate of incorporation, each stockholder entitled to vote at any meeting of stockholders shall be entitled to one vote for each share of stock held by such stockholder which has voting power upon the matter in question. Each stockholder entitled to vote at a meeting of stockholders or to express consent to corporate action in writing without a meeting may authorize another person or persons to act for such stockholder by proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. A proxy shall be irrevocable if



it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A stockholder may revoke any proxy which is not irrevocable by attending the meeting and voting in person or by delivering to the Secretary of the corporation a revocation of the proxy or a new proxy bearing a later date. Voting at meetings of stockholders need not be by written ballot. At all meetings of stockholders for the election of directors at which a quorum is present a plurality of the votes cast shall be sufficient to elect. All other elections and questions presented to the stockholders at a meeting at which a quorum is present shall, unless otherwise provided by the certificate of incorporation, these by-laws, the rules or regulations of any stock exchange applicable to the corporation, or applicable law or pursuant to any regulation applicable to the corporation or its securities, be decided by the affirmative vote of the holders of a majority in voting power of the shares of stock of the corporation which are present in person or by proxy and entitled to vote thereon.

Section 8. **FIXING DATE FOR DETERMINATION OF STOCKHOLDERS OF RECORD.**

In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date: (1) in the case of determination of stockholders entitled to vote at any meeting of stockholders or adjournment thereof, shall, unless otherwise required by law, not be more than sixty (60) nor less than ten (10) days before the date of such meeting; (2) in the case of determination of stockholders entitled to express consent to corporate action in writing without a meeting, shall not be more than ten (10) days from the date upon which the resolution fixing the record date is adopted by the Board of Directors; and (3) in the case of any other action, shall not be more than sixty (60) days prior to such other action. If no record date is fixed: (1) the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held; (2) the record date for determining stockholders entitled to express consent to corporate action in writing without a meeting, when no prior action of the Board of Directors is required by law, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the corporation in accordance with applicable law, or, if prior action by the Board of Directors is required by law, shall be at the close of business on the day on which the Board of Directors adopts the resolution taking such prior action; and (3) the record date for determining stockholders for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

Section 9. **LIST OF STOCKHOLDERS ENTITLED TO VOTE.**



The officer who has charge of the stock ledger shall prepare and make, at least ten (10) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting at least ten (10) days prior to the meeting (i) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of meeting or (ii) during ordinary business hours at the principal place of business of the corporation. The list of stockholders must also be open to examination at the meeting as required by applicable law. Except as otherwise provided by law, the stock ledger shall be the only evidence as to who are the stockholders entitled to examine the stock ledger, the list of stockholders or the books of the corporation, or to vote in person or by proxy at any meeting of stockholders.

Section 10. **ACTION BY WRITTEN CONSENT OF STOCKHOLDERS.**

Unless otherwise restricted by the certificate of incorporation, any action required or permitted to be taken at any annual or special meeting of the stockholders may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered to the corporation by delivery to its registered office in the State of Delaware, its principal place of business, or an officer or agent of the corporation having custody of the book in which minutes of proceedings of stockholders are recorded. Delivery made to the corporation's registered office shall be by hand or by certified or registered mail, return receipt requested. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall, to the extent required by law, be given to those stockholders who have not consented in writing and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting if the record date for such meeting had been the date that written consents signed by a sufficient number of holders to take the action were delivered to the corporation.

Section 11. **INSPECTORS ELECTION.**

The corporation may, and shall if required by law, in advance of any meeting of stockholders, appoint one or more inspectors of election, who may be employees of the corporation, to act at the meeting or any adjournment thereof and to make a written report thereof. The corporation may designate one or more persons as alternate inspectors to replace any inspector who fails to act. In the event that no inspector so appointed or designated is able to act at a meeting of stockholders, the person presiding at the meeting shall appoint one or more inspectors to act at the meeting. Each inspector, before entering upon the discharge of his or her duties, shall take and sign an oath to execute faithfully the duties of inspector with strict impartiality and according to the best of his or her ability. The inspector or inspectors so appointed or designated shall (i) ascertain the number of shares of capital stock of the corporation outstanding and the voting power of each such share, (ii) determine the shares of capital stock of the corporation represented at the meeting and the validity of proxies and ballots, (iii) count all votes and ballots, (iv) determine and retain for a reasonable period a record of the



disposition of any challenges made to any determination by the inspectors, and (v) certify their determination of the number of shares of capital stock of the corporation represented at the meeting and such inspectors count of all votes and ballots. Such certification and report shall specify such other information as may be required by law. In determining the validity and counting of proxies and ballots cast at any meeting of stockholders of the corporation, the inspectors may consider such information as is permitted by applicable law. No person who is a candidate for an office at an election may serve as an inspector at such election.

Section 12. **CONDUCT OF MEETINGS.**

The date and time of the opening and the closing of the polls for each matter upon which the stockholders will vote at a meeting shall be announced at the meeting by the person presiding over the meeting. The Board of Directors may adopt by resolution such rules and regulations for the conduct of the meeting of stockholders as it shall deem appropriate. Except to the extent inconsistent with such rules and regulations as adopted by the Board of Directors, the person presiding over any meeting of stockholders shall have the right and authority to convene and to adjourn the meeting, to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such presiding person, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board of Directors or prescribed by the presiding person of the meeting, may include, without limitation, the following: (i) the establishment of an agenda or order of business for the meeting; (ii) rules and procedures for maintaining order at the meeting and the safety of those present; (iii) limitations on attendance at or participation in the meeting to stockholders of record of the corporation, their duly authorized and constituted proxies or such other persons as the presiding person of the meeting shall determine; (iv) restrictions on entry to the meeting after the time fixed for the commencement thereof; and (v) limitations on the time allotted to questions or comments by participants. The presiding person at any meeting of stockholders, in addition to making any other determinations that may be appropriate to the conduct of the meeting, shall, if the facts warrant, determine and declare to the meeting that a matter or business was not properly brought before the meeting and if such presiding person should so determine, such presiding person shall so declare to the meeting and any such matter or business not properly brought before the meeting shall not be transacted or considered. Unless and to the extent determined by the Board of Directors or the person presiding over the meeting, meetings of stockholders shall not be required to be held in accordance with the rules of parliamentary procedure.



## ARTICLE II

### **BOARD OF DIRECTORS**

#### Section 1. **NUMBER; QUALIFICATIONS.**

The Board of Directors shall consist of one or more members, the number thereof to be determined from time to time by resolution of the Board of Directors. Directors need not be stockholders.

#### Section 2. **ELECTION; RESIGNATION; VACANCIES.**

The Board of Directors shall initially consist of the persons named as directors in the certificate of incorporation or elected by the incorporator of the corporation, and each director so elected shall hold office until the first annual meeting of stockholders or until his or her successor is duly elected and qualified. At the first annual meeting of stockholders and at each annual meeting thereafter, the stockholders shall elect directors each of whom shall hold office for a term of one year or until his or her successor is duly elected and qualified, subject to such directors earlier death, resignation, disqualification or removal. Any director may resign at any time upon notice to the corporation. Unless otherwise provided by law or the certificate of incorporation, any newly created directorship or any vacancy occurring in the Board of Directors for any cause may be filled by a majority of the remaining members of the Board of Directors, although such majority is less than a quorum, or by a plurality of the votes cast at a meeting of stockholders, and each director so elected shall hold office until the expiration of the term of office of the director whom he or she has replaced or until his or her successor is elected and qualified.

#### Section 3. **REGULAR MEETINGS.**

Regular meetings of the Board of Directors may be held at such places within or without the State of Delaware and at such times as the Board of Directors may from time to time determine.

#### Section 4. **SPECIAL MEETINGS.**

Special meetings of the Board of Directors may be held at any time or place within or without the State of Delaware whenever called by the President, any Vice President, the Secretary, or by any member of the Board of Directors. Notice of a special meeting of the Board of Directors shall be given by the person or persons calling the meeting at least twenty-four hours before the special meeting.

#### Section 5. **TELEPHONIC MEETINGS PERMITTED.**

Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting thereof by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear



each other, and participation in a meeting pursuant to this by-law shall constitute presence in person at such meeting.

Section 6. **QUORUM; VOTE REQUIRED FOR ACTION.**

At all meetings of the Board of Directors the directors entitled to cast a majority of the votes of the whole Board of Directors shall constitute a quorum for the transaction of business. Except in cases in which the certificate of incorporation, these by-laws or applicable law otherwise provides, a majority of the votes entitled to be cast by the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 7. **ORGANIZATION.**

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, if any, or in his or her absence by the Vice Chairperson of the Board, if any, or in his or her absence by the President, or in their absence by a chairperson chosen at the meeting. The Secretary shall act as secretary of the meeting, but in his or her absence the chairperson of the meeting may appoint any person to act as secretary of the meeting.

Section 8. **ACTION BY UNANIMOUS CONSENT OF DIRECTORS.**

Unless otherwise restricted by the certificate of incorporation or these by-laws, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board of Directors or such committee, as the case may be, consent thereto in writing or by electronic transmission and the writing or writings or electronic transmissions are filed with the minutes of proceedings of the board or committee in accordance with applicable law.



## **ARTICLE III**

### **COMMITTEES**

Section 1.     **COMMITTEES.**

The Board of Directors may designate one or more committees, each committee to consist of one or more of the directors of the corporation. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member of the committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in place of any such absent or disqualified member. Any such committee, to the extent permitted by law and to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it.

Section 2.     **COMMITTEE RULES.**

Unless the Board of Directors otherwise provides, each committee designated by the Board of Directors may make, alter and repeal rules for the conduct of its business. In the absence of such rules each committee shall conduct its business in the same manner as the Board of Directors conducts its business pursuant to Article II of these by-laws.





## ARTICLE IV

### OFFICERS

Section 1. **EXECUTIVE OFFICERS; ELECTION; QUALIFICATIONS; TERM OF OFFICE; RESIGNATION; REMOVAL; VACANCIES.**

The Board of Directors shall elect a President and Secretary, and it may, if it so determines, choose a Chairperson of the Board and a Vice Chairperson of the Board from among its members. The Board of Directors may also choose one or more Vice Presidents, one or more Assistant Secretaries, a Treasurer and one or more Assistant Treasurers and such other officers as it shall from time to time deem necessary or desirable. Each such officer shall hold office until the first meeting of the Board of Directors after the annual meeting of stockholders next succeeding his or her election, and until his or her successor is elected and qualified or until his or her earlier resignation or removal. Any officer may resign at any time upon written notice to the corporation. The Board of Directors may remove any officer with or without cause at any time, but such removal shall be without prejudice to the contractual rights of such officer, if any, with the corporation. Any number of offices may be held by the same person. Any vacancy occurring in any office of the corporation by death, resignation, removal or otherwise may be filled for the unexpired portion of the term by the Board of Directors at any regular or special meeting.

Section 2. **POWERS AND DUTIES OF EXECUTIVE OFFICERS.**

The officers of the corporation shall have such powers and duties in the management of the corporation as may be prescribed in a resolution by the Board of Directors and, to the extent not so provided, as generally pertain to their respective offices, subject to the control of the Board of Directors. The Board of Directors may require any officer, agent or employee to give security for the faithful performance of his or her duties.

Section 3. **APPOINTING ATTORNEYS AND AGENTS; VOTING SECURITIES OF OTHER ENTITIES.**

Unless otherwise provided by resolution adopted by the Board of Directors, the Chairperson of the Board, the President or any Vice President may from time to time appoint an attorney or attorneys or agent or agents of the corporation, in the name and on behalf of the corporation, to cast the votes which the corporation may be entitled to cast as the holder of stock or other securities in any other corporation or other entity, any of whose stock or other securities may be held by the corporation, at meetings of the holders of the stock or other securities of such other corporation or other entity, or to consent in writing, in the name of the corporation as such holder, to any action by such other corporation or other entity, and may instruct the person or persons so appointed as to the manner of casting such votes or giving such consents, and may execute or cause to be executed in the name and on behalf of the corporation and under its corporate seal or otherwise, all such written proxies or other instruments as he or she may deem necessary or proper. Any of the rights set forth in this Section 4.3 which may be delegated



to an attorney or agent may also be exercised directly by the Chairperson of the Board, the President or the Vice President.



## ARTICLE V

### STOCK

#### Section 1. CERTIFICATES

Every holder of stock shall be entitled to have a certificate signed by or in the name of the corporation by the Chairperson or Vice Chairperson of the Board of Directors, if any, or the President or a Vice President, and by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary, of the corporation certifying the number of shares owned by such holder in the corporation. Any of or all the signatures on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent, or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if such person were such officer, transfer agent, or registrar at the date of issue.

#### Section 2. LOST, STOLEN OR DESTROYED STOCK CERTIFICATES; ISSUANCE OF NEW CERTIFICATES

The corporation may issue a new certificate of stock in the place of any certificate theretofore issued by it, alleged to have been lost, stolen or destroyed, and the corporation may require the owner of the lost, stolen or destroyed certificate, or such owners legal representative, to give the corporation a bond sufficient to indemnify it against any claim that may be made against it on account of the alleged loss, theft or destruction of any such certificate or the issuance of such new certificate.



**ARTICLE VI**  
**INDEMNIFICATION**

Section 1. **RIGHT TO INDEMNIFICATION.**

The corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a “Covered Person”) who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a “proceeding”), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the corporation or, while a director or officer of the corporation, is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys’ fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except as otherwise provided in Article IV, Section 3, the corporation shall be required to indemnify a Covered Person in connection with a proceeding (or part thereof) commenced by such Covered Person only if the commencement of such proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Board of Directors of the corporation.

Section 2. **PREPAYMENT OF EXPENSES.**

The corporation shall to the fullest extent not prohibited by applicable law pay the expenses (including attorneys’ fees) incurred by a Covered Person in defending any proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the Covered Person to repay all amounts advanced if it should be ultimately determined that the Covered Person is not entitled to be indemnified under this Article VI or otherwise.

Section 3. **CLAIMS.**

If a claim for indemnification (following the final disposition of such action, suit or proceeding) or advancement of expenses under this Article VI is not paid in full within thirty days after a written claim therefor by the Covered Person has been received by the corporation, the Covered Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the corporation shall have the burden of proving that the Covered Person is not entitled to the requested indemnification or advancement of expenses under applicable law.



Section 4. **NONEXCLUSIVITY OF RIGHTS.**

The rights conferred on any Covered Person by this Article VI shall not be exclusive of any other rights which such Covered Person may have or hereafter acquire under any statute, provision of the certificate of incorporation, these by-laws, agreement, vote of stockholders or disinterested directors or otherwise.

Section 5. **OTHER SOURCES.**

The corporation's obligation, if any, to indemnify or to advance expenses to any Covered Person who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, enterprise or nonprofit entity shall be reduced by any amount such Covered Person may collect as indemnification or advancement of expenses from such other corporation, partnership, joint venture, trust, enterprise or non-profit enterprise.

Section 6. **AMENDMENT OR REPEAL.**

Any repeal or modification of the foregoing provisions of this Article VI shall not adversely affect any right or protection hereunder of any Covered Person in respect of any act or omission occurring prior to the time of such repeal or modification.

Section 7. **OTHER INDEMNIFICATION AND PREPAYMENT OF EXPENSES.**

This Article VI shall not limit the right of the corporation, to the extent and in the manner permitted by law, to indemnify and to advance expenses to persons other than Covered Persons when and as authorized by appropriate corporate action.



## ARTICLE VII

### MISCELLANEOUS

Section 1. **FISCAL YEAR.**

The fiscal year of the corporation shall be determined by resolution of the Board of Directors.

Section 2. **SEAL.**

The corporate seal shall have the name of the corporation inscribed thereon and shall be in such form as may be approved from time to time by the Board of Directors.

Section 3. **MANNER OF NOTICE.**

Except as otherwise provided herein or permitted by applicable law, notices to directors and stockholders shall be in writing and delivered personally or mailed to the directors or stockholders at their addresses appearing on the books of the corporation. Notice to directors may be given by telecopier, telephone or other means of electronic transmission.

Section 4. **WAIVER OF NOTICE OF MEETINGS OF STOCKHOLDERS, DIRECTORS AND COMMITTEES.**

Any waiver of notice, given by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at nor the purpose of any regular or special meeting of the stockholders, directors, or members of a committee of directors need be specified in a waiver of notice.

Section 5. **FORM OF RECORDS.**

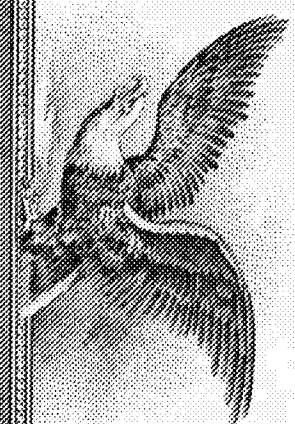
Any records maintained by the corporation in the regular course of its business, including its stock ledger, books of account, and minute books, may be kept on, or by means of, or be in the form of, any information storage device or method, provided that the records so kept can be converted into clearly legible paper form within a reasonable time.

Section 6. **AMENDMENT OF BY-LAWS.**

These by-laws may be altered, amended, or repealed, and new by-laws made, by the Board of Directors, but the stockholders may make additional by-laws and may alter and repeal any by-laws whether adopted by them or otherwise.



NUMBER 1



SHARES 1000

The Record Plant, Inc.

This certifies that

Patrizio Moi, an individual

is the

One Thousand

registered holder of \_\_\_\_\_ Shares of the above named Corporation, transferable only on the books of the Corporation by the holder hereof in person or by \_\_\_\_\_ Attorney upon surrender of this Certificate properly endorsed.

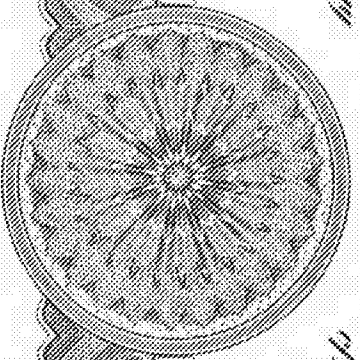
In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized officers and its Corporate Seal to be hereunto affixed this \_\_\_\_\_ 30th day of \_\_\_\_\_ October \_\_\_\_\_ 2020 U.S.

Patrizio Moi, Secretary

*Patrizio Moi*

Patrizio Moi, President

*Patrizio Moi*



*For Value Received, \_\_\_\_\_ hereby sell, assign, and transfer  
unto \_\_\_\_\_  
\_\_\_\_\_ Shares  
represented by the within Certificate, and do hereby  
irrevocably constitute and appoint \_\_\_\_\_  
\_\_\_\_\_ Attorney  
to transfer the said Shares on the books of the within named  
Corporation with full power of substitution in the premises.  
Dated \_\_\_\_\_ A. D. 20 \_\_\_\_\_  
In presence of \_\_\_\_\_  
\_\_\_\_\_*

NOTICE: THE SIGNATURE OF THIS ASSIGNMENT  
MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE  
FACE OF THE CERTIFICATE, IN EVERY PARTICULAR, WITHOUT  
ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATSOEVER.