

L17000050277

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

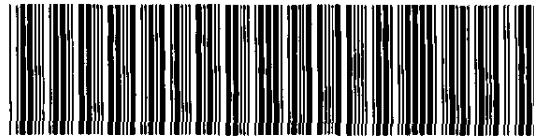
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2017 MAR - 6 AM 11:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. GOLDEN

MAR - 8 2017

Account#: I20000000088

Date: 03/07/2017

Name: Marisa Kugelman

Reference #: T008560

ENTITY NAME: DOLPHIN ENTERTAINMENT, LLC

Articles of Incorporation/Authorization to Transact Business

Amendment

Annual Report

Change of Agent

Reinstatement

Conversion

Merger

Dissolution/Withdrawal

Fictitious Name

Other: certified copy upon filing

** Please retain original file date **

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DEPARTMENT OF STATE
17 MAR - 7 PM 4 18

Authorized Amount: \$180.00 * If authorized amount is incorrect, please call Michelle at (518) ~~206~~ 213-0737 for authorization

Signature: *M. Kugelman*



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 6, 2017

NATIONAL CORPORATE RESEARCH, LTD.

SUBJECT: DOLPHIN ENTERTAINMENT, LLC
Ref. Number: W17000018889

We have received your document for DOLPHIN ENTERTAINMENT, LLC and the authorization to debit your account in the amount of \$190.00. However, the document has not been filed and is being returned for the following:

Effective January 1, 2014, all limited liability company forms must be submitted in accordance with the Revised Limited Liability Company Act, Chapter 605, Florida Statutes. The proper form is enclosed for your convenience.

As a condition of a conversion, pursuant to s.605.0212(9) & s.605.0212(10), Florida Statutes, the entity must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the conversion is submitted for filing.

The registered agent must sign accepting the designation.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 917A00004251

2017 MAR 07 11:11 AM
CORPORATIONS
DIVISION OF STATE

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2017 MAR -7 PM 4:11

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

**ARTICLES OF CONVERSION
FOR
DOLPHIN ENTERTAINMENT, INC.
INTO
DOLPHIN ENTERTAINMENT, LLC**

The Articles of Conversion and attached Articles of Organization are submitted to convert the following corporation into a Florida Limited Liability Company in accordance with s.605.1045, Florida Statutes.

1. The name of the Corporation immediately prior to the filing of the Articles of Conversion is Dolphin Entertainment, Inc. **PGU000092400**
2. The Corporation is a corporation first incorporated under the laws of Florida on November 8, 1996.
3. The name of the Florida limited liability company as set forth in the attached Articles of Organization is Dolphin Entertainment, LLC.
5. The Plan of Conversion has been approved in accordance with all applicable statutes.
6. Dolphin Entertainment, Inc. has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 605.1006, 605.1061, 605.1072 Florida Statutes.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has duly executed the Articles of Conversion, on behalf of the Converting Corporation, as of this 3rd day of March, 2017.

DOLPHIN ENTERTAINMENT, INC.

By: *William O'Dowd*
Name: William O'Dowd, IV
Title: President

DOLPHIN ENTERTAINMENT, LLC

By: *William O'Dowd*
Name: William O'Dowd, IV
Title: Manager

NOTARIZED BY
MIA 185657790v3

ARTICLES OF ORGANIZATION
OF
DOLPHIN ENTERTAINMENT, LLC

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2017 MAR -7 P. 0:11
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ARTICLE I - Name

The name of the Limited Liability Company is **Dolphin Entertainment, LLC** (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is 2151 LeJeune Road, Suite 150 – Mezzanine, Coral Gables, Florida 33134.

ARTICLE III – Management

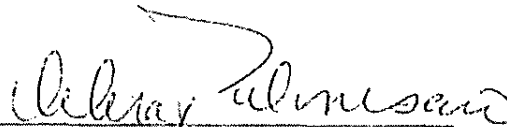
The Company shall be managed by its manager and is therefore a manager-managed Company.

ARTICLE IV- Registered Agent and Office

The street address of the Company's initial registered office is 2151 LeJeune Road, Suite 150-Mezzanine, Coral Gables, Florida 33134, and the name of its initial registered agent at such office is William O'Dowd, IV.

In accordance with Section 605.0203(1)(b) Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155,F.S.

Dated this 3rd day of March, 2017


Debra Palmisano
Authorized Person

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for Dolphin Entertainment, LLC at the place designated in these Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Florida Statutes Chapter 605.

Dated this 3rd day of March, 2017



William O'Dowd, IV

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