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(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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**COVER LETTER**

**TO:** Charter Section  
Division of Corporations

**SUBJECT:** DigiGroup Holdings, Inc  
Name of Resulting Florida Profit Corporation

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

David Glassman

Contact Person

DigiPro Media

Firm/Company

100 S. Alcaniz St, Ste A

Address

Pensacola, FL 32502

City, State and Zip Code

dave@digipromedia.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

David Glassman

at ( 850 ) 449-4023

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- \$105.00 Filing Fees
- \$113.75 Filing Fees and Certificate of Status
- \$113.75 Filing Fees and Certified Copy
- \$122.50 Filing Fees, Certified Copy, and Certificate of Status

**STREET ADDRESS:**

New Filings Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

New Filings Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Profit Corporation**

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

DigiGroup Holdings, LLC

L16000004809

Enter Name of Other Business Entity

2. The "Other Business Entity" is a Limited Liability Corporation  
(Enter entity type. Example: limited liability company, limited partnership,  
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida  
(Enter state, or if a non-U.S. entity, the name of the country)

on January 11th, 2016 / 12-14-15  
Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

No Change in Jurisdiction

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation**:

DigiGroup Holdings, Inc

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: \_\_\_\_\_ date of file

**(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; AND 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)**

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

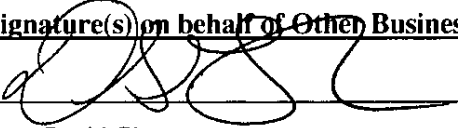
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TALLAHASSEE FLORIDA

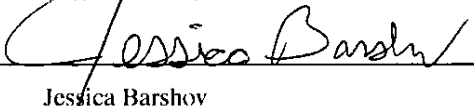
Signed this 12 day of July, 2016.

**Required Signature for Florida Profit Corporation:**

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator:  
Printed Name: Steven Barshov Title: CEO

**Required Signature(s) on behalf of Other Business Entity:** [See below for required signature(s).]

Signature:   
Printed Name: David Glassman Title: CRO

Signature:   
Printed Name: Jessica Barshov Title: COO

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

**If Florida General Partnership or Limited Liability Partnership:**

Signature of one General Partner.

**If Florida Limited Partnership or Limited Liability Limited Partnership:**

Signatures of ALL General Partners.

**If Florida Limited Liability Company:**

Signature of a Member or Authorized Representative.

**All others:**

Signature of an authorized person.

**Fees:**

- Certificate of Conversion: \$35.00
- Fees for Florida Articles of Incorporation: \$70.00
- Certified Copy: \$8.75 (Optional)
- Certificate of Status: \$8.75 (Optional)

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**ARTICLES OF INCORPORATION**  
**In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)**

**ARTICLE I NAME**

The name of the corporation shall be: DigiGroup Holdings, Inc

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business/ mailing address is:

<p>Principal street address <u>100 S. Alcaniz St</u> <u>Ste. A</u> <u>Pensacola, FL 32502</u></p>	<p>Mailing address, if different is: _____ _____ _____</p>
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**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

Leverage and further develop the current proprietary technology to enter and ultimately disrupt "business-as-usual" within the global entertainment distribution sector and multiple other vertical markets. Create diverse revenue streams by developing, implementing and licensing our proprietary technology with focus on the digital marketing and eCommerce space.

**ARTICLE IV SHARES**

The number of shares of stock is: 100,000,000

**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

<p>Name and Title: <u>Steven Barshov, CEO</u> Address: <u>10311 Gulf Beach Hwy</u> <u>Pensacola, FL 32507</u></p> <p>Name and Title: <u>Jessica Barshov, COO</u> Address: <u>10311 Gulf Beach Hwy</u> <u>Pensacola, FL 32507</u></p> <p>Name and Title: _____ Address: _____</p>	<p>Name and Title: <u>David Glassman, CRO</u> Address: <u>3996 Sandy Bluff Dr. West</u> <u>Gulf Breeze, FL 32563</u></p> <p>Name and Title: _____ Address: _____</p> <p>Name and Title: _____ Address: _____</p>
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**ARTICLE VI REGISTERED AGENT**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: David Glassman  
Address: 3996 Sandy Bluff Dr. West  
Gulf Breeze, FL 32563

**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

Name: Steven Barshov  
Address: 10311 Gulf Beach Hwy  
Pensacola, FL 32502


\*\*\*\*\*

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

  
Required Signature/Registered Agent

12 July 2016  
Date

*I submit this document and affirm 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.*

  
Required Signature/Incorporator

12 July 2016  
Date

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