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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

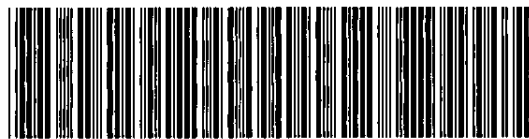
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2009 MAR 10 PM 1:48
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B. KOHR

MAR 10 2009

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 914835 7470396
AUTHORIZATION :
COST LIMIT : \$ 35.00

FILED
09 MAR -5 PM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]

ORDER DATE : March 5, 2009
ORDER TIME : 3:28 PM
ORDER NO. : 914835-030
CUSTOMER NO: 7470396

DOMESTIC AMENDMENT FILING
CONVERSION FROM AN INC. TO AN LLC

NAME: ZIMMERMAN ADVERTISING INC.

EFFECTIVE DATE:

ARTICLES OF CONVERSION
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Joyce Markley -- EXT# 2930

EXAMINER'S INITIALS: _____

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09 MAR -5 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

This Certificate of Conversion is submitted to convert the following **Florida Profit Corporation** into an **"Other Business Entity"** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is:

ZIMMERMAN ADVERTISING INC.

(Enter Name of Florida Profit Corporation)

2. The name of the "Other Business Entity" is:

ZIMMERMAN ADVERTISING LLC

(Enter Name of "Other Business Entity")

3. The "Other Business Entity" is a limited liability company
(Enter entity type. Example: limited liability company, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

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

4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

6. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 607.1112(6), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity" on: March 5, 2009

8. This conversion shall be effective in Florida on: _____
(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 of the conversion under the laws governing the "Other Business Entity.")

9. The "Other Business Entity's" principal office address, if any:
2200 W. COMMERCIAL BLVD., STE 300, FT. LAUDERDALE,
FL 33309

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under ss. 607.1301-607.1333, Florida Statutes.


b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes.

Street Address: 488 Madison Avenue, New York, New York 10022

Mailing Address: 488 Madison Avenue, New York, New York 10022

11. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333, F.S.

Signed this 5th day of March 2009

Signature: 
(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: Elaine Stein Title: Secretary

Fees: Filing Fee: \$35.00
Certified Copy: \$8.75 (Optional)
Certificate of Status: \$8.75 (Optional)