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Pro-Fain Productions
Jonathan Fain
112 Orienta Drive
Altamonte Springs, FL 32701
407-252-3246

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DIVISION OF CORPORATIONS
03 FEB 10 PM 12:56

CERTIFICATE OF CONVERSION

Pursuant to section 608.439, Florida Statutes, the following unincorporated business entity hereby submits the attached articles of organization and this certificate of conversion to convert to a Florida limited liability company:

FIRST: The name of the unincorporated business immediately prior to filing this document was:

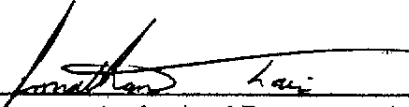
Pro-Fain Productions

SECOND: The date on which and the jurisdiction in which the unincorporated business was first created or otherwise came into being are:

- A. Date: September 30, 2001
- B. Jurisdiction: Seminole County
- C. If different from the above noted jurisdiction, the jurisdiction immediately prior to its conversion: _____

THIRD: The name of the limited liability company as set forth in the attached articles of organization is:

Pro-Fain Productions LLC



Signature of a Member or an Authorized Representative of a Member
(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Jonathan Fain

Typed or Printed Name of Signer

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03 FEB 10 PM 12:56

FILING FEES:

\$100.00 Filing Fee for Articles of Organization
\$ 25.00 Filing Fee for Registered Agent Designation
\$ 25.00 Filing Fee for Certificate of Conversion
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

(Note: Section 608.439, F.S., does not provide for a corporation to convert to a limited liability company.)

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: Pro-Fain Productions LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

112 Orienta Drive Altamonte Springs, FL 32701

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Jonathan Fain

Name

112 Orienta Drive

Florida street address (P.O. Box **NOT** acceptable)

Altamonte Springs, FL 32701

City, State, and Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

Jonathan Fain
Registered Agent's Signature

(An additional article must be added if an effective date is requested)

Jonathan Fain
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Jonathan Fain

Typed or printed name of signee

Filing Fees:

- \$100.00 Filing Fee for Articles of Organization
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)

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