

L05000033716

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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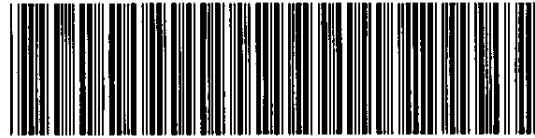
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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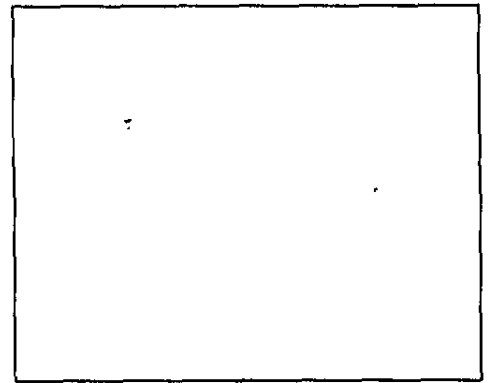
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

EFFECTIVE DATE

12.31.13

Conversion
@ 12/31/13

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TALLAHASSEE, FL 32301
PHONE (850)364-8000



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ENTITY NAME:

3CINTERACTIVE CORP.

CK# 6278 FOR \$35.00

PLEASE FILE THE ATTACHED CONVERSION & RETURN THE FOLLOWING:

☐ CERTIFIED COPY

☒ STAMPED COPY

☐ CERTIFICATE OF STATUS

Examiner's Initials



GUNSTER
FLORIDA'S LAW FIRM FOR BUSINESS

Our File Number: 32353.14
Writer's Direct Dial Number: 561.650.0745
Writer's E-Mail Address: jchase@gunster.com

December 30, 2013

Office of the Secretary of State of the State of Florida

Re: Conversion of 3C Interactive, LLC, a Florida limited liability company into 3Cinteractive Corp., a Delaware corporation

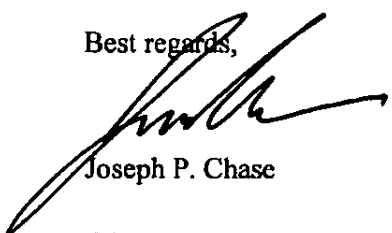
To Whom It May Concern:

Enclosed with this letter, for filing, please find a Certificate of Conversion with respect to the conversion of 3C Interactive, LLC, a Florida Limited liability company, into 3Cinteractive Corp., a Delaware corporation.

Please note that, as set forth in Section 7 of the enclosed Certificate of Conversion, the aforementioned conversion is to become effective on December 31, 2013. As such, the Florida Secretary of State's records should reflect that the effective date of such conversion is December 31, 2013.

Please let me know if you have any questions or concerns.

Best regards,



Joseph P. Chase

JPC: rw

Enclosures

WPB_ACTIVE 5749081.1

EFFECTIVE DATE

12.31.13

CERTIFICATE OF CONVERSION WITH RESPECT TO THE CONVERSION OF FLORIDA LIMITED LIABILITY COMPANY INTO OTHER BUSINESS ENTITY

This Certificate of Conversion is submitted to convert the following Florida Limited Liability Company into an "Other Business Entity" in accordance with Section 608.4403, Florida Statutes.

1. The name of the Florida Limited Liability Company converting into the "Other Business Entity" is:

3C Interactive, LLC,
a Florida limited liability company
Document # L05000033716

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

3Cinteractive Corp.,
a Delaware corporation

3. The Other Business Entity is a corporation organized, formed or incorporated under the laws of the State of Delaware.
4. The above-referenced Florida Limited Liability Company has been converted into an "Other Business Entity" in compliance with Chapter 608, Florida Statutes, and the conversion complies with the statute or applicable law governing the Other Business Entity.
5. The plan of conversion was approved by the converting Florida Limited Liability Company in accordance with Chapter 608, Florida Statutes.
6. For the avoidance of doubt, the requirement, pursuant to Section 608.4402(2), Florida Statutes, that the written consent of each member who, as a result of the conversion, is to become a general partner of the surviving entity be obtained is not applicable to the conversion contemplated by this Certificate of Conversion.
7. This conversion will be effective in Florida and under the laws governing the Other Business Entity on: December 31, 2013.
8. The principal office address of the Other Business Entity under the laws of the state, county or jurisdiction in which such entity was organized is as follows:

c/o Corporation Service Company
2711 Centerville Road, Suite 400
Wilmington, DE 19808

9. If the Other Business Entity shall not be registered to transact business in Florida, the Florida Department of State shall be deemed to be appointed as its agent for the service of process in a proceeding to enforce the obligations of the converting Limited Liability Company; the following is a street and mailing address of an office the Florida Department of State may use for purposes of Section 48.181, Florida Statutes:

750 Park of Commerce Boulevard
Suite 400
Boca Raton, FL 33487

10. The Other Business Entity has agreed to pay any members having appraisal rights the amount to which such members are entitled under Sections 608.4351 – 608.43595, Florida Statutes.

Signed this 30th day of December, 2013

3C INTERACTIVE, LLC

Signature: 

Name: John Duffy

Title: Chief Executive Officer