

LO 6000034437

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

MARIA GAVE

AUTHORIZATION BY PHONE TO

DATE 4/3/06 J. MGR. MGRM

CORRECT DECLINATIONS

DATE 4/3/06

DOC. EXAM PR



900068155769

03/30/06--01:00--013 **185.70

FILED

2006 MAR 30 PM 3:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 MAR 30 PM 10:10

W06-15252

Charter Number Only

3/29 Marcia Lamb

Downs Brill Whitehead & Sage

Requestor's Name

55 Miracle Mile #200

Address

Coral Gables FL 33134

City

State

ZIP

Phone

(305) 444-8226A

VALIDATION ONLY

FILED
2006 MAR 30 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Terabyte Video, LLC

☐ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☒ Other **Conversion**

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☒ Requested Copy

Articles

☐ Photo Copies

☐ Certificate Under Seal

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier



Empire Toll Free: 1-800-432-3028



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 30, 2006

EMPIRE

SUBJECT: TERABYTE VIDEO, LLC
Ref. Number: W06000015252

FILED
2006 MAR 30 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for TERABYTE VIDEO, LLC and your check(s) totaling \$180.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Organization, if any.

Please return 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) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 406A00021649

RECEIVED
06 APR -3 AM 10:34
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Terabyte Video, LLC

(Name of Resulting Florida Limited Company)

The enclosed Certificate of Conversion, Articles of Organization, and fees are submitted to convert an "Other Business Entity" into a "Florida Limited Liability Company" in accordance with s. 608.439, F.S.

Please return all correspondence concerning this matter to:

Craig Downs

(Contact Person)

Downs Brill Whitehead & Sage

(Firm/Company)

55 Miracle Mile, Suite 200

(Address)

Coral Gables, FL 33134

(City, State and Zip Code)

For further information concerning this matter, please call:

Craig Downs

(Name of Contact Person)

at (305) 444-8226

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|---|--|--|
| <input type="checkbox"/> \$150.00 Filing Fees (\$25 for Conversion & \$125 for Articles of Organization) | <input type="checkbox"/> \$155.00 Filing Fees and Certificate of Status | <input checked="" type="checkbox"/> \$180.00 Filing Fees and Certified Copy | <input type="checkbox"/> \$185.00 Filing Fees, Certified Copy, and Certificate of Status |
|---|---|--|--|

STREET ADDRESS:

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

MAILING ADDRESS:

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

FILED
2006 MAR 30 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Limited Liability Company

FILED
2006 MAR 30 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion **and attached Articles of Organization** are submitted to convert the following **"Other Business Entity"** into a **Florida Limited Liability Company** in accordance with s.608.439, Florida Statutes.

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

Terabyte Video, Inc
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a CORPORATION.
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, 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 February 27, 2006.
(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:

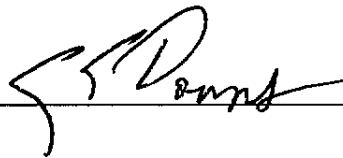
4. The name of the Florida Limited Liability Company as set forth in the **attached Articles of Organization**:

Terabyte Video, LLC
(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: _____.
(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 Organization, if an effective date is listed therein.)

Signed this 28TH day of March 2006.

Signature of Authorized Person: _____



Printed Name: Craig T. Downs Title: President

Fees:

| | |
|--|--------------------|
| Certificate of Conversion: | \$25.00 |
| Fees for Florida Articles of Organization: | \$125.00 |
| Certified Copy: | \$30.00 (Optional) |
| Certificate of Status: | \$5.00 (Optional) |

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Terabyte Video, LLC

(Must end with the words "Limited Liability Company," "Limited Company" or their abbreviation "LLC," "L.C.,")

ARTICLE II - Address:

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

Principal Office Address:

55 Miracle Mile, Suite 200
Coral Gables, FL 33134

Mailing Address:

55 Miracle Mile, Suite 200
Coral Gables, FL 33134

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

Craig T. Downs

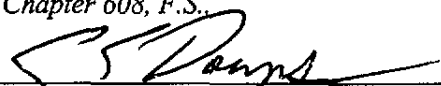
55 Miracle Mile, Suite 200

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

Coral Gables, FL 33134

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.



Registered Agent's Signature (REQUIRED)

(CONTINUED)

Page 1 of 2

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

~~DP~~ MGR

Craig T. Downs

55 Miracle Mile, Suite 200

Coral Gables, FL 33134

~~ST~~ MGRM

Robert A. Wild

2801 Ponce De Leon Blvd., Suite 400

Coral Gables, FL 33134

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____.
(OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:


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.)

Craig T. Downs

Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation
of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)