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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

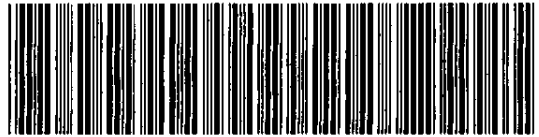
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09 DEC 24 PM 12:00
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

LAW OFFICES
JORDAN PRICE WALL GRAY JONES & CARLTON

A PROFESSIONAL LIMITED LIABILITY COMPANY

1951 CLARK AVENUE
RALEIGH, NORTH CAROLINA 27605-0669

Terry J. Carlton
Attorney-at-Law

Telephone: (919) 828-2501
Facsimile: (919) 831-4484

Mailing Address:

Post Office Box 10669
Raleigh, N.C. 27605

www.jordanprice.com

December 23, 2009

PERSONAL AND CONFIDENTIAL

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

VIA FEDERAL EXPRESS

(850) 245-6052

Re: 365 Sports, LLC
Our File No. 54566.101

Dear Sir/Madam:

Please find enclosed for your review and filing a Certificate of Conversion, Articles of Organization and a check in the amount of \$180.00 representing the appropriate filing fee. We would appreciate your filing the enclosed documentation effective as of December 31, 2009. Once this documentation has been filed with your office, please forward a certified copy of the filed Articles to my attention in the self-addressed envelope enclosed for your convenience.

Please contact my assistant, Hettie Massey, at (919) 828-2501 at Ext. 477 in the event you should have any questions or would be in need of additional documentation in this regard. Your prompt attention is very much appreciated.

Sincerely,

JORDAN PRICE WALL GRAY JONES & CARLTON



Terry J. Carlton

TJC:hm
Enclosures
TKLC:TJC:01/04/10

Cc: Ron Gridley (via email)

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: 365 Sports, 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:

Terry J. Carlton
(Contact Person)

Jordan Price Wall Gray Jones & Carlton, PLLC
(Firm/Company)

Post Office Box 10669
(Address)

Raleigh, North Carolina 27605-0669
(City, State and Zip Code)

E-mail Address: (to be used for future annual report notifications)

For further information concerning this matter, please call:

Terry J. Carlton at (919) 828-2501
(Name of Contact Person) (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
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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

09 DEC 24 PM 12:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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:

365 Sports, Inc. P07-58686
(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a Corporation
(Enter entity type. Example: corporation, 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 05/16/2007
(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:

NA

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

365 Sports, LLC
(Enter Name of Florida Limited Liability Company)

5. If not effective on the date of filing, enter the effective date: 12-31-09
(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 23rd day of December 20 09.

Signature of Member or Authorized Representative of Limited Liability Company:

Signature of Member or Authorized Representative: [Signature]
Printed Name: Richard D. Seymour Title: Member/Manager

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

Signature: [Signature]
Printed Name: Richard D. Seymour Title: President

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida Corporation:

Signature of Chairman, Vice Chairman, Director, or Officer.

If Directors or Officers have not been selected, an Incorporator must sign.

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.

All others:

Signature of an authorized person.

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:

365 Sports, LLC

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

ARTICLE II - Address:

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

Principal Office Address:

4300 Emperor Boulevard
Suite 250
Durham, NC 27703

Mailing Address:

same

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:

Richard D. Seymour

Name

8711 Woodmont Lane

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

Port Richey

FL 34688

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:

MGR

Richard D. Seymour

4300 Emperor Boulevard, Suite 250

Durham, North Carolina 27703

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: 12-31-09

(OPTIONAL)

(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 Certificate of Conversion, if an effective date is listed therein.)

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.)

Richard D. Seymour

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)

Page 2 of 2

FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

09 DEC 24 PM 12:01

FILED