

L11000027352

(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:

Judith GAVL
AUTHORIZATION BY PHONE TO
CORRECT Signature/Conversion
DATE 3/4/11
DOC. EXAM. _____

Office Use Only



700194164637

02/16/11--01029--006 **150.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 MAR - 4 PM '11

N. Culligan MAR - 4 2011

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: LEAD ME MEDIA, 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:

Judy Krajec

(Contact Person)

Beller Smith, P.L.

(Firm/Company)

2101 NW Corporate Blvd., Suite 316

(Address)

Boca Raton, Florida 33431

(City, State and Zip Code)

jkrajec@bellersmith.com

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

For further information concerning this matter, please call:

Judy Krajec

(Name of Contact Person)

at (561) 994-4316

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|---|---|--|
| <input checked="" 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 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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 17, 2011

JUDY KRAJEC
BELLER SMITH, P.L.
2101 NW CORPORATE BLVD, SUITE 316
BOCA RATON, FL 33431

SUBJECT: LEAD ME MEDIA, LLC
Ref. Number: W11000009655

We have received your document for LEAD ME MEDIA, LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Sections 607.1113, 608.4403, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by a member or an authorized representative of a member. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

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) 245-6067.

Neysa Culligan
Regulatory Specialist II

Letter Number: 111A00004129

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 MAR -4 PM 3:03

**CERTIFICATE AND PLAN OF CONVERSION
FOR
LEAD ME MEDIA, INC.
INTO
LEAD ME MEDIA, LLC**

This Certificate and Plan of Conversion and attached Articles of Organization are submitted to convert **LEAD ME MEDIA, INC.**, a Florida corporation (the "Corporation"), into **LEAD ME MEDIA, LLC**, a Florida limited liability company (the "LLC"), in accordance with Sections 607.1112 and 608.439, Florida Statutes.

1. **LIONS DEN FITNESS CORPORATION**, a Florida corporation, was formed on January 18, 2007 and formally changed the name, by amendment, to **LEAD ME MEDIA, INC.**, a Florida corporation, on February 16, 2009.
2. The name of the Florida limited liability company is **LEAD ME MEDIA, LLC**, and it will be the resulting entity which will be governed by the laws of Florida.
3. This Certificate and Plan of Conversion shall be effective upon filing.
4. Pursuant to the conversion transaction ("Plan of Conversion"), the shares of issued and outstanding stock of the Corporation ("Shares") shall be converted into membership interests ("Member Interests") in the LLC, as follows: The shares held by each shareholder of the Corporation immediately prior to the conversion transaction, when expressed as a percentage of the then total issued and outstanding shares, shall be converted into the same percentage of member interests in the LLC such that the percentage of stock ownership in the Corporation held by each shareholder immediately prior to the conversion transaction will equal the same percentage of member interests in the LLC held by that (former) shareholder (and now a member of the LLC) immediately after the conversion transaction.
5. The Articles of Organization of the LLC, its charter documents, are as set forth in Exhibit A attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the 9th day of February, 2011.

Robert Clouse
ROBERT D. CLOUSE, Director and
Authorized Representative of Limited Liability Company:

**ARTICLES OF ORGANIZATION
OF
LEAD ME MEDIA, LLC
(a Florida limited liability company)**

The undersigned, in forming a Florida limited liability company under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopts the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is **LEAD ME MEDIA, LLC** (hereinafter, the "Company").

**ARTICLE II
MAILING AND PRINCIPAL ADDRESS**

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

c/o Robert D. Clouse
110 East Atlantic Avenue
Suite 310
Delray Beach, FL 33444

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the Company's registered agent are:

Robert D. Clouse
110 East Atlantic Avenue
Suite 310
Delray Beach, FL 33444

The undersigned have executed these Articles of Organization as of this 9th day of February, 2011.


ROBERT D. CLOUSE, Member

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for **LEAD ME MEDIA, LLC** at the place designated in Article III of the Articles of Organization, **ROBERT D. CLOUSE** hereby accepts the appointment as registered agent, agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties. **ROBERT D. CLOUSE** is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, F.S.

Robert Clouse

ROBERT D. CLOUSE

Date: February 9, 2011

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 MAR -4 PM 3 03