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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)



PICK-UP



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(Business Entity Name)

(Document Number)

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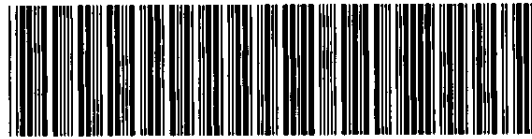
Certificates of Status

Special Instructions to Filing Officer:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2013 SEP 10 AM 10:28
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Overture Media, LLC

Name of Florida Limited Liability Company

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Limited Liability Company into an "Other Business Entity" in accordance with s.608.4403, F.S.

Please return all correspondence concerning this matter to:

Melissa

Contact Person

ISL

Firm/Company

Address

Tallahassee, FL 32301

City, State and Zip Code

jmv@overture.me

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

For further information concerning this matter, please call:

Melissa

Name of Contact Person

at () 656-7956

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$25.00 Filing Fee

☐ \$30.00 Filing Fee
and Certificate of
Status

☒ \$55.00 Filing Fee
and Certified Copy

☐ \$60.00 Filing Fee,
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

Certificate of Conversion
For
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 s. 608.4403, Florida Statutes.

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

Overture Media, LLC

Enter Name of Florida Limited Liability Company

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

Overture Media, Inc.

Enter Name of "Other Business Entity"

3. The "Other Business Entity" is a **Corporation**
(Enter entity type. Example: corporation, limited partnership, sole proprietorship, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of **Delaware**
(Enter state, or if a non-U.S. entity, the name of the country)

4. The above referenced Florida Limited Liability Company has converted into an "Other Business Entity" in compliance with Chapter 608, F.S., 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, F.S.

6. If applicable, the written consent of each member who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 608.4402(2), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: **September 10, 2013**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2013 SEP 10 AM 10:28

FILED

8. This conversion shall be effective in Florida on: September 10, 2013
(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 of the conversion under the laws governing the "Other Business Entity.")

9. The principal office address of the "Other Business Entity" under the laws of the state, country, or jurisdiction in which such entity was organized is as follows:

411 Lafayette Street, 6th Floor, Ste 620

New York, NY 10003

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida limited liability company, including any appraisal rights of its members under ss. 608.4351-608.43595, F.S.

b.) Lists the following street and mailing address of an office the Florida Department of State may use for purposes of s. 48.181, F.S.

Street Address: 5861 SW 8 Street
Plantation, Florida 33317

Mailing Address: 5861 SW 8 Street
Plantation, Florida 33317

11. The "Other Business Entity" has agreed to pay any members having appraisal rights the amount to which such members are entitled under ss. 608.4351-608.43595, F.S.

Signed this 10th day of September, 2013

Signature: /s/ Jared Matthew Weiss

Must be signed by a Member or Authorized Representative.

Printed Name: Jared Matthew Weiss Title: President and CEO

Fees: Filing Fee: \$25.00
Certified Copy: \$30.00 (Optional)
Certificate of Status: \$5.00 (Optional)

2013 SEP 10 AM 10:28
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA