

P00000092283

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EXAMINER



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12/28/12--01002--014 **43.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12 DEC 27 PM 4:35

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CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 12/27/2012

REF. #: 000150.178563

CORP. NAME: MIAMI RESEARCH MARKETING AND ADVERTISING, INC.

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TALLAHASSEE, FLORIDA

- | | | |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input checked="" type="checkbox"/> CERTIFICATE OF CONVERSION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 102764 FOR \$ 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$** _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

CERTIFICATE OF CONVERSION
FOR
MIAMI RESEARCH MARKETING AND ADVERTISING, INC.
INTO
MIAMI RESEARCH MARKETING AND ADVERTISING, LLC

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being duly authorized, on behalf of Miami Research Marketing and Advertising, Inc., a Florida corporation (the "Converting Entity"), and for the purpose of converting the Converting Entity from a Florida corporation into a Delaware limited liability company pursuant to §§607.1113 of the Florida Business Corporation Act, certifies that:

1. The name of the Converting Entity immediately prior to the filing of this Certificate of Conversion was Miami Research Marketing and Advertising, Inc.
2. The Converting Entity was first incorporated under the laws of the State of Florida on September 29, 2000.
3. The name of the limited liability company as set forth in the Certificate of Formation filed in accordance with the Delaware Limited Liability Company Act is Miami Research Marketing and Advertising, LLC (the "Resulting Entity").
4. The above referenced Florida corporation has converted into a Delaware limited liability company in accordance with Chapter 607 of the Florida Statutes, and the conversion complies with Chapter 18 of the Delaware Statutes, governing limited liability companies.
5. The Agreement and Plan of Conversion was approved by the Converting Entity in accordance with Chapter 607 of the Florida Statutes.
6. The Resulting Entity hereby appoints the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce obligations of the Converting Entity, including any appraisal rights of shareholders of the Converting Entity under §§607.1301 through 607.1333. For purposes of § 607.1114(4), the Department of State may contact the Resulting Entity at 6141 Sunset Drive, Suite 301, Miami, Florida 33143.
7. The Resulting Entity has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under §§607.1301 through 607.1333 of the Florida Statutes.
8. The principal office address of Miami Research Marketing and Advertising, LLC shall be 6141 Sunset Drive, Suite 301, Miami, FL 33143.
9. The effective date of the conversion shall be the date of the filing of this Certificate of Conversion with the Department of State of the State of Florida.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Conversion, on behalf of the Converting Entity, as of this 27th day of December, 2012.

**MIAMI RESEARCH MARKETING
AND ADVERTISING, INC.**

By: 

Name: Howard I. Schwartz

Title: President