

P 05 00000 6068

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

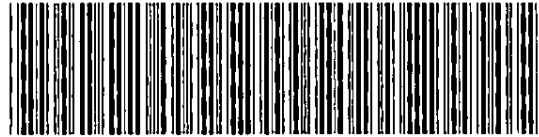
(Document Number)

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2022 DEC 21 PM 3:51

TALLAHASSEE, FLORIDA

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2022 DEC 21 PM 12:55

SECRETARY OF STATE
TALLAHASSEE, FL

12/28/2022

FILE 1ST

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 253408 7991306

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : December 15, 2022

ORDER TIME : 1:41 PM

ORDER NO. : 253408-015

CUSTOMER NO: 7991306

DOMESTIC AMENDMENT FILING

NAME: IMS INTERNET MEDIA SERVICES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF CONVERSION
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Alexxis Weiland -- EXT#

EXAMINER'S INITIALS: _____



FILE 1ST

FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 22, 2022

CORPORATION SERVICE COMPANY

RESUBMIT

Please give original
submission date as file date.

SUBJECT: IMS INTERNET MEDIA SERVICES, INC.
Ref. Number: P05000006068

We have received your document for IMS INTERNET MEDIA SERVICES, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

Please include the exhibit(s) referred to in your document.

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) 245-6050.

Claretha Golden
Regulatory Specialist II

Letter Number: 822A00028693

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TALLAHASSEE, FLORIDA

Execution version

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2022 DEC 21 PM 12:55

SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLES OF CONVERSION
OF
IMS INTERNET MEDIA SERVICES, INC.
a Florida corporation
INTO
IMS INTERNET MEDIA SERVICES, INC.
a Delaware corporation

Pursuant to the provisions of the Florida Business Corporation Act, Chapter 607, Florida Statutes (the "*Act*"). **IMS Internet Media Services, Inc.**, a Florida corporation, hereby files these Articles of Conversion providing as follows:

1. **Converting Entity.** The name of the converting entity is IMS Internet Media Services, Inc., a Florida corporation (the "*Corporation*").
2. **Resulting Entity.** The name of the resulting entity is IMS Internet Media Services, Inc., a Delaware corporation (the "*Delaware Corporation*"). The organization and internal affairs of the Delaware Corporation are governed by the laws of the State of Delaware.
3. **Adoption of Plan of Conversion.** The Plan of Conversion for the Corporation was approved and adopted by the board of directors and the sole shareholder of the Corporation by unanimous written consent effective as of December 14, 2022. The Plan of Conversion has been duly approved in accordance with the applicable provisions of the Act.
4. **Conversion.** The Corporation shall be converted into the Delaware Corporation by the filing of a Certificate of Conversion (the "*Certificate of Conversion*") and the Delaware Corporation's Certificate of Incorporation (the "*Certificate of Incorporation*") with the Office of the Delaware Secretary of State. A copy of the Certificate of Conversion is attached as **Exhibit A** and a copy of the Certificate of Incorporation is attached as **Exhibit B**.
5. **Effective Time.** The conversion of the Corporation into the Delaware Corporation in accordance with the Plan of Conversion is to become effective upon the filing of the Certificate of Incorporation with the Office of the Delaware Secretary of State.

[SIGNATURE PAGE TO FOLLOW]

Execution version

IN WITNESS WHEREOF, these Articles of Conversion have been duly executed as of the 14th day of December, 2022.

**IMS INTERNET MEDIA SERVICES,
INC., A FLORIDA CORPORATION**

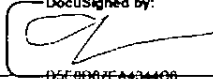
By:  DocuSigned by:
Name: Christian Gaston Taratuta
Title: President

EXHIBIT A

Certificate of Conversion

(See attached)

Execution version

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
OF IMS INTERNET MEDIA SERVICES, INC.
FROM A FLORIDA CORPORATION TO A DELAWARE
CORPORATION PURSUANT TO TITLE 8, CHAPTER 1 OF
THE DELAWARE GENERAL CORPORATION LAW**

1.) The jurisdiction where the Corporation was first incorporated is:

Florida.

2.) The jurisdiction immediately prior to filing this Certificate is:

Florida.

3.) The date the Corporation was first incorporated is:

January 11, 2005.

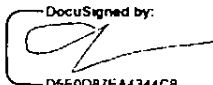
4.) The name of the Corporation immediately prior to filing this Certificate is

IMS INTERNET MEDIA SERVICES, INC.

5.) The name of the Delaware Corporation as set forth in the Certificate of Incorporation
is:

IMS INTERNET MEDIA SERVICES, INC.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on the 14th day
of December, 2022.

By: 
Name: Christian Gaston Taratuta
Title: President

Execution version

EXHIBIT B

Certificate of Incorporation

(See attached)

CERTIFICATE OF INCORPORATION

OF

IMS INTERNET MEDIA SERVICES, INC.

The undersigned incorporator, for the purpose of forming a corporation under the provisions and subject to the requirements of the Delaware General Corporation Law (the "DGCL"), hereby adopts the following Certificate of Incorporation.

ARTICLE I – NAME

The name of the corporation is as follows: IMS INTERNET MEDIA SERVICES, INC.

ARTICLE II – PURPOSE AND DURATION

This corporation is organized for the general purpose of transacting all lawful business for which corporations may be incorporated under the DGCL. The corporation shall have perpetual duration.

ARTICLE III – PRINCIPAL OFFICE

The address of the principal place of business and the mailing address of the corporation is as follows: 1441 Brickell Avenue, Suite 1440, Miami, FL 33131.

ARTICLE IV – CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Thousand (5,000) Shares, all of which shall be Common Shares, \$0.01 par value per Share.

ARTICLE V – INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent of the corporation are as follows:

National Registered Agents, Inc., Inc.
1209 Orange Street
Wilmington, DE 19801
County New Castle

ARTICLE VI – INCORPORATOR

The name and mailing address of the incorporator is as follows:

Bruno Libonatti
1441 Brickell Avenue, Suite 1440, Miami, FL 33131

ARTICLE VII – BOARD OF DIRECTORS

The name and street address of the initial Board of Directors of the corporation, who shall serve until their successors are elected and qualified pursuant to the Bylaws of the corporation, are:

Christian Gaston Taratuta
1441 Brickell Avenue, Suite 1440, Miami, FL 33131

Ignacio Vidaguren
1441 Brickell Avenue, Suite 1440, Miami, FL 33131

Bruno Libonatti
1441 Brickell Avenue, Suite 1440, Miami, FL 33131

Ariel Oszlak
1441 Brickell Avenue, Suite 1440, Miami, FL 33131

Eliran Assulin
1441 Brickell Avenue, Suite 1440, Miami, FL 33131

Subject to the exceptions contained in section 102(b)(7) of the DGCL, a director or officer of the corporation shall not be personally liable to the corporation or to its stockholders for monetary damages for any breach of fiduciary duty as a director or officer.

ARTICLE VIII – BYLAWS

The Bylaws of the corporation shall contain provisions that are substantially identical to the provisions in this Certificate of Incorporation, and any amendment to the Bylaws shall require the same affirmative approval as required to amend the Certificate of Incorporation.

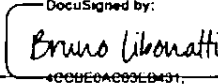
ARTICLE IX – COMMENCEMENT OF EXISTENCE

The corporate existence of the corporation shall commence on the date of filing this Certificate of Incorporation.

ARTICLE X – AMENDMENT OF CERTIFICATE OF INCORPORATION

This Certificate of Incorporation may be amended by the affirmative vote of the holders of more than 70 % of the issued and outstanding shares of the corporation entitled to vote (irrespective of any quorum provisions for stockholder meetings).

The undersigned incorporator has executed this Certificate of Incorporation this 14th day of December, 2022.

By: 
Name: Bruno Libonatti
Title: Incorporator