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SAMUEL D. BALLEN
JONATHAN BLOOM\*\*
MICHAEL A. FREELING\*\*
ALSO ADMITTED IN
\*NEW YORK
\*CONNECTICUT
\*WASHINGTON D.C

2295 NW CORPORATE BOULEVARD - SUITE 117 BOCA RATON, FLORIDA 33431 TEL: 561-864-0000 - FAX: 561-864-0001 E-MAIL: BBLAW@BLOOM-BALLEN.COM

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August 14, 2007

# **VIA OVERNIGHT MAIL**

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE:

Conversion of Other Business Entity:

Double Platinum of the U.K., Ltd.; Double Platinum of Europe, Ltd.;

Double Platinum of Spain, Ltd.; Double Platinum Productions, Inc.; and

Erick Morillo, LLC.

Dear Sir or Madam:

Enclosed herewith please find the following to be filed accordingly on behalf of my client:

- 1. Certificate of Conversion for "Other Business Entity" Into a Florida Profit Corporation for:
  - a. Double Platinum of the U.K., Ltd.;
  - b. Double Platinum of Europe, Ltd.;
  - c. Double Platinum of Spain, Ltd.;
  - d. Double Platinum Productions, Inc.; and
  - e. Erick Morillo, LLC.;
- 2. Articles of Incorporation for:
  - a. Double Platinum of the U.K., Ltd.;
  - b. Double Platinum of Europe, Ltd.;
  - c. Double Platinum of Spain, Ltd.; and
  - d. Double Platinum Productions, Inc.;
- 3. Articles of Organization for Erick Morillo, LLC;

SECRETARY OF STATENS
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- 4. Checks totaling \$635.00 to cover all fees for filings and Certified Copies; and .
- 5. Self-addressed, stamped envelope for the return of all Certified Copies.

Thank you for your immediate attention.

Very truly yours,

Jonathan Bloom

JB/em

Enc.

cc: Erick Morillo

SECRETARY OF STATENS SIVISION OF CORPORATIONS

# Certificate of Conversion For "Other Business Entity" Into Florida Profit Corporation

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following "Other Business Entity" into a Florida Profit Corporation in accordance with Section 607.1115, Florida Statutes.

#F0500001692

1. The name of the "Other Business Entity" is: Double Platinum of the U.K., Ltd.., a New Jersey corporation.

- 2. The "Other Business Entity" is a New Jersey corporation, first organized, formed or incorporated under the laws of the State of New Jersey on March 19, 2004.
- 3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation is: Double Platinum of the U.K., Inc.

Signed this 36, day of July, 2007.

Agueda Chavez, President

SECRETARY OF STATE SIVISION OF CORPORATIONS

# ARTICLES OF INCORPORATION

#### **OF**

# DOUBLE PLATINUM OF THE U.K., INC.

The undersigned subscriber to these articles of incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 and/or 621 of the Florida Statutes.

#### **ARTICLE I - NAME**

The name of the corporation is DOUBLE PLATINUM OF THE U.K., INC. (hereinafter "Corporation").

# ARTICLE II – PURPOSE OF CORPORATION

This corporation is organized for the following purposes:

a. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

#### **ARTICLE III – PRINCIPAL OFFICE**

The principal office and mailing address of this corporation is 5660 La Gorce Drive, Miami Beach, Florida 33140.

#### **ARTICLE IV - INCORPORATOR**

The name and street address of the incorporator signing these Articles of Incorporation is:

Jonathan Bloom, Esq.
Bloom Ballen & Freeling,
Attorneys of Law
2295 NW Corporate Blvd., Suite 117
Boca Raton, Florida 33431

#### <u>ARTICLE V – DIRECTOR(S)</u>

The Director(s) of the Corporation shall be Agueda Chavez, at 199 Hackensack Plank Road, Weehawken, New Jersey 07087.

### **ARTICLE VI – OFFICERS**

The officers of the Corporation shall be:

President: Agueda Chavez, 199 Hackensack Plank Road, Weehawken, New Jersey 07087. Secretary: Agueda Chavez, 199 Hackensack Plank Road, Weehawken, New Jersey 07087.

#### <u>ARTICLE VII – CORPORATE CAPITALIZATION</u>

- 7.1 The maximum number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is ONE THOUSAND (1,000) shares of common stock, each share having a par value of ONE DOLLAR (\$1.00).
- 7.2 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
- 7.3 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify and reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations are to dividends, qualifications, or term or conditions of redemption of stock.

#### ARTICLE VIII - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### **ARTICLE IX - CORPORATE POWERS**

The corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### ARTICLE X – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

# ARTICLE XI – REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

# <u>ARTICLE XII – REGISTERED OFFICE AND AGENT</u>

The name and Florida street address of the initial registered agent of the corporation is Erick Morillo, 5660 La Gorce Drive, Miami Beach, Florida 33140.

#### **ARTICLE XIII – BYLAWS**

The Board of Director(s) of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### ARTICLE XIV - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Sections of State, State of Florida.

## ARTICLE XV - AMENDMENT

The corporation reserves the right to amend, adds to, or repeal any provision contained in these Articles of Incorporation, in the manner consistent with law and in conformity with the provisions set forth in the bylaws.

Executed by the undersigned on July , 2007.

Jonathan Bloom, Esq., Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Executed by the registered agent on July 30, 2007.

Erick Morillo, Registered Agent