

PO8000008985

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☐ PICK-UP

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(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 JAN 24 PM 1:50

T. Hampton JAN 25 2008

November 18, 2007

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Conversion of LLC & Articles of Incorporation
SDPI Multimedia Group, Inc.

Dear Sir or Madam:

Please find enclosed a Certificate of Conversion letter, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with S. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Charles C. Irizarry
SDPI Multimedia Group, Inc.
17130 SW 142nd Place
Miami, Florida 33177

Please find enclosed a check for the amount of \$113.75 for conversion, filing fees, and Certified copy.

If you have any further questions regarding this matter, please do not hesitate to contact me at (305) 389-8393. Thank you for your consideration in this matter.

Very truly yours,

Charles Irizarry, Incorporator

Enclosures

CLIENT'S COPY

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 S. 607.1115, Florida Statutes.

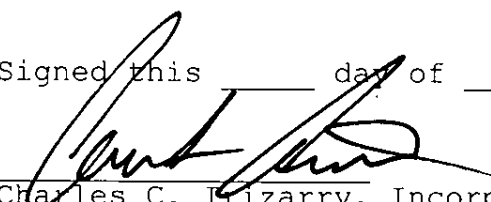
1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

5DPI Multimedia Group, LLC

2. The "Other Business Entity" is a Limited Liability Company, first formed under the laws of Florida on June 19, 2007.
3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation:

5DPI Multimedia Group, Inc.

Signed this _____ day of _____, 2007.


Charles C. Hizarry, Incorporator

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**ARTICLES OF INCORPORATION
OF
SDPI MULTIMEDIA GROUP, INC.**

WE, THE UNDERSIGNED, being natural persons of legal age, acting as incorporators of a corporation under the Laws of the State of Florida, adopt the following articles of incorporation for such corporation:

- FIRST: The name of the corporation is **SDPI MULTIMEDIA GROUP, INC.**
- SECOND: The period of its duration is perpetual.
- THIRD: The purpose for which the corporation is organized to provide Internet services within the State of Florida and any other lawful business activity for which corporations may be incorporated under Chapter 607 of the Florida Statutes.
- FOURTH: The aggregate number of shares, which the corporation shall have authority to issue, is One Thousand (1000) shares of common stock having a par value of \$1.00 each.
- FIFTH: The Corporation will not commence business until at least One Hundred Dollars (\$100.00) has been received by it as consideration for the issuance of shares.
- SIXTH: Cumulative voting of shares of stock is not authorized.
- SEVENTH: Provisions limiting or denying to shareholders the preemptive right to acquire additional treasury shares of the corporation are none.
- EIGHTH: Provisions for the regulation of the internal affairs of the corporation are governed by the bylaws, which shall be adopted by a majority of the directors.
- NINTH: The address of the initial registered office of the corporation is:
- 17130 SW 142nd Place
Miami, Florida 33177
- and the name of its initial registered agent at such address is Charles C. Irizarry.
- TENTH: The address of the principal place of business is at:
- 17130 SW 142nd Place
Miami, Florida 33177

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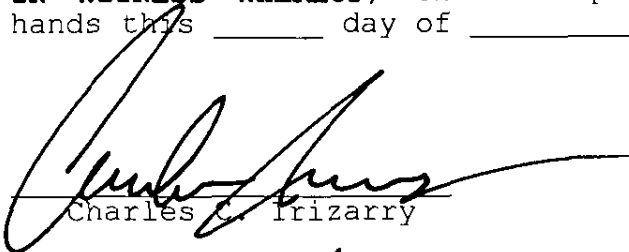
ELEVENTH: The number of director(s) constituting the initial board of directors of the corporation are Three (3) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

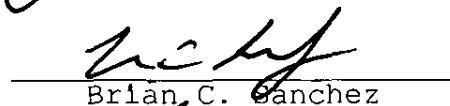
<u>NAME</u>	<u>ADDRESS</u>
Charles C. Irizarry	17130 SW 142nd Place Miami, Florida 33177
Brian C. Sanchez	10239 SW 159 th Place Miami, Florida 33196
Sean M. McClure	16503 SW 103 rd Terr. Miami, Florida 33196

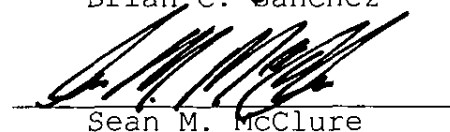
The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Charles C. Irizarry	17130 SW 142 nd Place Miami, Florida 33177
Brian C. Sanchez	10239 SW 159 th Place Miami, Florida 33196
Sean M. McClure	16503 SW 103 rd Terrace Miami, Florida 33196

IN WITNESS WHEREOF, the incorporators have hereunto set their hands this _____ day of _____, 2007.


Charles C. Irizarry


Brian C. Sanchez


Sean M. McClure

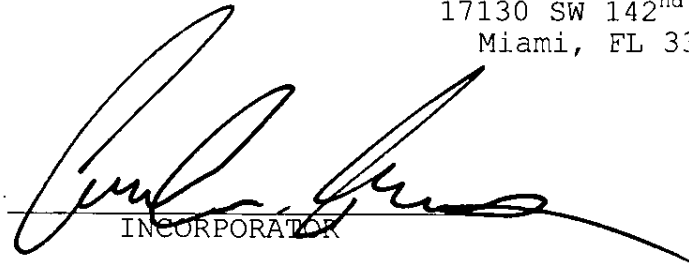
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CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

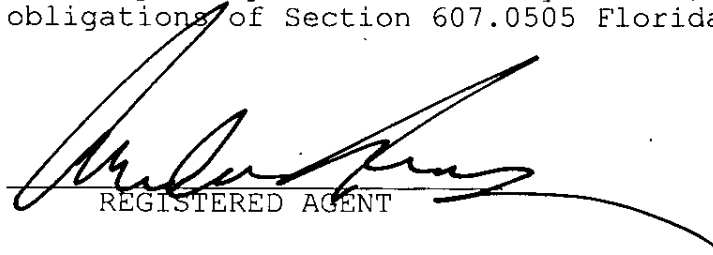
1. The name of the corporation is: 5DPI MULTIMEDIA GROUP, INC.
2. The name and address of the registered agent and office is:

Charles C. Irizarry
17130 SW 142nd Place
Miami, FL 33177


INCORPORATOR

DATE

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505 Florida Statutes.


REGISTERED AGENT

DATE

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