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DIVISION OF CORPORATIONS
08 JUN 26 PM 4:00

G. MCLEOD

JUN 27 2008

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MADE IN AMERICA ENTERTAINMENT, INC.

(Name of Resulting Florida Profit Corporation)

The enclosed Certificate of Conversion, 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:

Russell C. Weigel, III

(Contact Person)

Russell C. Weigel, III, P.A.

(Firm/Company)

5775 Blue Lagoon Drive, Ste. 100

(Address)

Miami, FL 33126

(City, State and Zip Code)

For further information concerning this matter, please call:

Russell C. Weigel, III

(Name of Contact Person)

at

786

888-4567

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$105.00 Filing Fees

☐ \$113.75 Filing Fees
and Certificate of
Status

☐ \$113.75 Filing Fees
and Certified Copy

☐ \$122.50 Filing Fees,
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
"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:

MADE IN AMERICA ENTERTAINMENT, LLC

(Enter Name of Other Business Entity)

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

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

on **November 9, 2007**
(Enter date "Other Business Entity" was first organized, formed or incorporated)

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

N/A

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation**:

MADE IN AMERICA ENTERTAINMENT, INC.

(Enter Name of Florida Profit Corporation)

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5. If not effective on the date of filing, enter the effective date: _____
(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 listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Signed this 21st day of June, 20 08.

Signature: _____
(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: Joseph DiFrancesco Title: President



Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

ARTICLES OF INCORPORATION
OF
MADE IN AMERICA ENTERTAINMENT, INC.

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

FIRST: Name.

The name of the corporation shall be:

Made in America Entertainment, Inc.

(hereinafter the "Corporation").

SECOND: Duration, Effective Date, Purpose.

Section 2.1. Duration. The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

Section 2.2. Effective Date. The effective date of these Articles of Incorporation shall be the date of filing.

Section 2.3. Purpose. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (FBCA).

THIRD: Capital Stock.

Section 3. Authorized Shares. The total number of shares of stock that the Corporation shall have authority to issue is 100,000,000 of common stock with a par value of \$0.001 per share. Except as otherwise required by law or as otherwise provided in the terms of any class or series of stock having a preference over the Common Stock as to dividends or upon liquidation, the holders of Common Stock shall exclusively possess all voting power, and each share of Common Stock shall

have one vote. The Common Stock shall not have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

FOURTH: Initial Corporate Address, Registered Office, and Agent.

The street address of the Corporation's initial registered and principal office and the address of its initial registered agent shall be:

2005 Tree Fork Lane
Suite 101
Longwood, Florida 32750.

The registered agent at this address shall be Joseph DiFrancesco.

FIFTH: Directors.

The Corporation shall have at least one director. The names and address of the initial directors of the Corporation, who shall hold office until their successors are elected and qualified or until their earlier resignations or removals from office are:

Joseph DiFrancesco
2005 Tree Fork Lane
Suite 101
Longwood, Florida 32750

Janice K. Battenberg
2005 Tree Fork Lane
Suite 101
Longwood, Florida 32750

Larry Oakley
2005 Tree Fork Lane
Suite 101
Longwood, Florida 32750.

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the Corporation, but shall not be less than one.

SIXTH: Indemnification.

The Corporation shall indemnify, and shall advance expenses on behalf of, its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter. The Corporation may indemnify employees, agents and others as the bylaws may provide.

SEVENTH: Incorporator.

The name and address of the incorporator of the Corporation is:

Joseph DiFrancesco
2005 Tree Fork Lane
Suite 101
Longwood, Florida 32750

EIGHTH: Amendment, Alteration, Repeal.

From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Florida at the time in force may be added or inserted in the manner and at the time prescribed by said law, and all rights at any time conferred upon the stockholders of the Corporation by these Articles of Incorporation are granted subject to the provisions of this Article EIGHTH.

Executed at Longwood, Florida this 24th day of June, 2008.



JOSEPH DIFRANCESCO

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of **Made in America Entertainment, Inc.**, the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 24th day of June, 2008.

By

A handwritten signature in black ink, appearing to read 'Joseph DiFrancesco', written over a horizontal line.

Joseph DiFrancesco
Registered Agent