

P0800009/062

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

208-83837

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

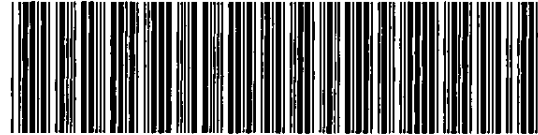
Special Instructions to Filing Officer:

A. LUNT

OCT - 7 2008

EXAMINER

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TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** CARIBE ENTERTAINMENT COMPANY  
(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:

RICHARD M PROODIAN  
(Contact Person)

CARIBE ENTERTAINMENT COMPANY  
(Firm/Company)

113 NOTTINGHAM PLACE  
(Address)

BOYNTON BEACH, FL 33426  
(City, State and Zip Code)

For further information concerning this matter, please call:

RICHARD M PROODIAN at ( 561 ) 350-6464  
(Name of Contact Person) (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

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TALLAHASSEE, FLORIDA

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**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:

CARIBE GAMING & 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 SEPTEMBER 3, 2008

(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:**

CARIBE ENTERTAINMENT COMPANY

(Enter Name of Florida Profit Corporation)

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 3rd day of OCTOBER, 20 08.

**Required Signature for Florida Profit Corporation:**

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: \_\_\_\_\_

Printed Name: RICHARD M PROODIAN Title: CHAIRMAN and CEO

**Required Signature(s) on behalf of Other Business Entity:** [See below for required signature(s).]

Signature: \_\_\_\_\_  
Printed Name: RICHARD M PROODIAN Title: MANAGING MEMBER

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_  
Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

**If Florida General Partnership or Limited Liability Partnership:**

Signature of one General Partner.

**If Florida Limited Partnership or Limited Liability Limited Partnership:**

Signatures of ALL General Partners.

**If Florida Limited Liability Company:**

Signature of a Member or Authorized Representative.

**All others:**

Signature of an authorized person.

**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)

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## **ARTICLES OF INCORPORATION**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

### **ARTICLE I      NAME**

The name of the corporation shall be:

CARIBE ENTERTAINMENT COMPANY

### **ARTICLE II      PRINCIPAL OFFICE**

The principal place of business/mailling address is:

113 NOTTINGHAM PLACE  
BOYNTON BEACH, FL 33426

### **ARTICLE III      PURPOSE**

The purpose for which the corporation is organized is:

ANY AND ALL LAWFUL BUSINESS

### **ARTICLE IV      SHARES**

The number of shares of stock is:

15,000,000 SHARES OF COMMON STOCK

### **ARTICLE V      INITIAL OFFICERS AND/OR DIRECTORS**

List name(s), address(es) and specific title(s):

RICHARD M PROODIAN, CHAIRMAN and CEO  
113 NOTTINGHAM PLACE  
BOYNTON BEACH, FL 33426

TODD ADLER, DIRECTOR  
333 LAS OLAS WAY # 1506  
FT. LAUDERDALE, FL 33301

### **ARTICLE VI      REGISTERED AGENT**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

RICHARD M PROODIAN  
113 NOTTINGHAM PLACE  
BOYNTON BEACH, FL 33426

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**ARTICLE VII INCORPORATOR**

The **name and address** of the Incorporator is:

RICHARD M PROODIAN  
113 NOTTINGHAM PLACE  
BOYNTON BEACH, FL 33426

\*\*\*\*\*

*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*

  
\_\_\_\_\_  
Signature/Registered Agent

10/3/08

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature/Incorporator

10/3/08

\_\_\_\_\_  
Date

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