

0800091251

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



500136480975

10/06/08--01038--006 \*\*122.50

SECRETARY OF STATE  
TALLAHASSEE, FL 32304

08 OCT -6 AM 9:50

FILED

10/18/08

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Verge 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:

Seth Elliott  
(Contact Person)

Verge Productions, Inc.  
(Firm/Company)

2881 E. Oakland Park Blvd., Suite 214  
(Address)

Ft. Lauderdale, FL 33306  
(City, State and Zip Code)

For further information concerning this matter, please call:

Seth Elliott at ( 954 ) 315-1754  
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- |   |   |   |   |
|---|---|---|---|
| <input type="checkbox"/> \$105.00 Filing Fees | <input type="checkbox"/> \$113.75 Filing Fees<br>and Certificate of<br>Status | <input type="checkbox"/> \$113.75 Filing Fees<br>and Certified Copy | <input checked="" type="checkbox"/> \$122.50 Filing Fees,<br>Certified Copy, and<br>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

FILED  
08 OCT - 6 AM 9:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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:

L&S NY Holdings, LLC

(Enter Name of Other Business Entity)

2. The "Other Business Entity" is a limited liability company L08000015446  
(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 February 12, 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:

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

Verge Productions, Inc.

(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 1 day of October, 2008.

**Required Signature for Florida Profit Corporation:**

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

Printed Name: Seth Elliott Title: Director and President

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

Signature: Seth Elliott  
Printed Name: Seth Elliott 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)

FILED  
08 OCT - 6 AM 9:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **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:

Verge Productions, Inc.

### **ARTICLE II    PRINCIPAL OFFICE**

The principal place of business/mailling address is:

2881 E. Oakland Park Blvd.  
Suite 214  
Ft. Lauderdale, FL 33306

### **ARTICLE III    PURPOSE**

The purpose for which the corporation is organized is:

To produce, invest in and distribute independent films, television programming and related content.

### **ARTICLE IV    SHARES**

The number of shares of stock is:

The Company is authorized to issue up to 20,000,000 shares of Common Stock.

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

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

Lesley Elliott, Chairman and CEO, 1830 S. Ocean Drive, #3003, Hallandale, FL 33009  
Seth Elliott, President and Director, 1830 S. Ocean Drive, #3003, Hallandale, FL 33009  
Nick Stagliano, Director, 1931 Berkley Road, Norristown, PA 19403

### **ARTICLE VI    REGISTERED AGENT**

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

Seth Elliott, 2881 E. Oakland Park Blvd., Suite 214,  
Ft. Lauderdale, FL 33306

FILED  
08 OCT -6 AM 9:50  
TALLAHASSEE, FL  
SECRETARY OF STATE

**ARTICLE VII INCORPORATOR**

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

Seth Elliott, 2881 E. Oakland Park Blvd., Suite 214,  
Ft. Lauderdale, FL 33306

\*\*\*\*\*

*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*

Seth Elliott  
Signature/Registered Agent  
Seth Elliott  
Signature/Incorporator

10/1/08  
Date  
10/1/08  
Date

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

08 OCT -6 AM 9:50

FILED