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EXAMINER

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(1881-1939)
Thomas T. Cobb
(1916-2004)
W. Warren Cole, Jr.
(1926-2008)

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RETIRED
Jay D. Bond, Jr.

March 27, 2009

Florida Department of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Certificate of Conversion

Dear Sir or Madam:

Enclosed for your attention are the following:

1. Certificate of Conversion
2. Articles of Incorporation
3. Check in the amount of \$113.75 (\$35 filing fee for conversion, \$70 filing fee for articles, and \$8.75 for certified copy)

Please file the enclosed Certificate and Articles and return a certified copy of the filing to the attention of the undersigned in the envelope provided.

Please contact me if you have any questions.

Sincerely,

Brenda L. Knott
Certified Paralegal
Direct Dial (386) 323-9251
Email Brenda.Knott@CobbCole.com
Fax (386) 238-7003

/blk
Enclosures

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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 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: Hollywood Capital Partners, LLC.

LOG000108838

2. The "Other Business Entity" is a limited liability company first organized, formed or incorporated under the laws of Florida on November 8, 2006.

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 Corporation as set forth in the attached Articles of Incorporation:

Hollywood Capital, Inc.

5. If not effective on the date of filing, enter the effective date:

N/A

(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 2nd day of March, 2009.

Hollywood Capital Partners, LLC

Print: Hans-Peter Loehrlein

Its: Manager

Hollywood Capital, Inc.

Print: Hans-Peter Loehrlein

Its: Manager

**ARTICLES OF INCORPORATION
OF
HOLLYWOOD CAPITAL, INC.
A Florida Corporation**

**ARTICLE 1
NAME**

The name of this corporation is: Hollywood Capital, Inc.

**ARTICLE 2
DURATION**

The duration of this corporation is perpetual. The date and time of commencement of the corporate existence is the time of filing of the articles of incorporation by the Department of State of the State of Florida.

**ARTICLE 3
GENERAL PURPOSES**

The general purposes for which this corporation is initially organized are to engage in any or all lawful business for which corporations may be incorporated under Florida law.

**ARTICLE 4
SHARES**

The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) shares of common voting stock having a par value of \$1.00 per share.

**ARTICLE 5
PRINCIPAL OFFICE AND REGISTERED AGENT**

The street and mailing address of the principal office of the corporation is 1927 Country Club Drive, Port Orange, FL 32128. The name and address of the initial registered agent of the corporation is Palmetto Charter Services, Inc., 150 Magnolia Avenue, Daytona Beach, FL 32114.

**ARTICLE 6
DIRECTORS**

The number of directors constituting the initial board of directors is one (1) and the name and address of the person who is to serve as a member thereof is as follows:

Hans-Peter Loehrlein
1927 Country Club Drive
Port Orange, FL 32128

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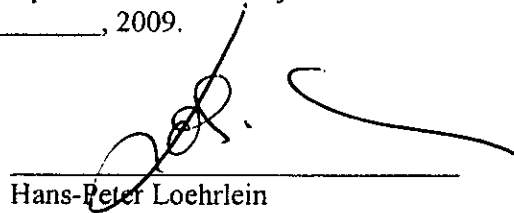
The number of directors may be changed from time to time in accordance with the bylaws.

**ARTICLE 7
INCORPORATOR**

The name and address of the incorporator and subscriber to One Thousand (1,000) shares of the common voting stock of this corporation is as follows:

Hans-Peter Loehrlein
1927 Country Club Drive
Port Orange, FL 32128

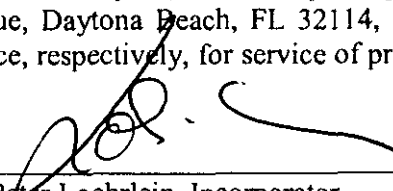
IN WITNESS WHEREOF, the undersigned incorporator does hereby execute and acknowledge these articles this 22nd day of March, 2009.



Hans-Peter Loehrlein

**CERTIFICATE DESIGNATING REGISTERED
AGENT AND STREET ADDRESS FOR
SERVICE OF PROCESS**

Pursuant to Section 48.091, Florida Statutes, Hollywood Capital, Inc. hereby designates Palmetto Charter Services, Inc. and 150 Magnolia Avenue, Daytona Beach, FL 32114, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

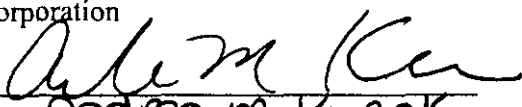


Hans-Peter Lochrlein, Incorporator

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of for service of process within the State of Florida.

Palmetto Charter Services, Inc., a Florida
corporation


By: Andrea M. Kural
Its: Vice Pres.