

PD9000034208

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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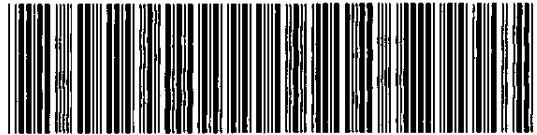
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

04/15/09--01003--013 **105.00

N. C. APR 16 2009

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MMA Publications Corporation
(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:

David A. Johnson
(Contact Person)

(Firm/Company)

2956 Kirkfield Avenue
(Address)

Montreal, Quebec H3R 2E6 CANADA
(City, State and Zip Code)

For further information concerning this matter, please call:

David A. Johnson at (514) 313-9587
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

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

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:

MMA Publications, LLC L07-28
(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 December 29, 2006
(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:**

MMA Publications Corporation
(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 1st day of April, 20 09.

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: David A. Johnson Title: Incorporator

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

Signature: _____

Printed Name: Aurelio Useche Title: Authorized Representative

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) |

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 MMA Publications Corporation.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:

1400 Pomba Street
Montreal, Quebec H4R 2A1
Canada

ARTICLE III PURPOSES

This corporation may engage in the transaction of any or all lawful business for which corporations may be formed under the laws of the State of Florida.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V SHARES

The number of shares the corporation is authorized to issue is 1,000,000 no par value common shares and 1,000,000 no par value preferred shares.

ARTICLE VI DIRECTORS

The names and addresses of the members of the initial board of directors are:

Aurelio Useche
5396 Gulf Boulevard, Suite 308
St. Pete Beach, Florida 33706

Leena Lakdawala
5396 Gulf Boulevard, Suite 308

St. Pete Beach, Florida 33706

David A. Johnson
2956 Kirkfield Avenue
Montreal, Quebec H3R 2E6
Canada

ARTICLE VII OFFICERS

The names, addresses and titles of the initial officers are:

Aurelio Useche, President
5396 Gulf Boulevard, Suite 308
St. Pete Beach, Florida 33706

Leena Lakdawala, Vice-President
5396 Gulf Boulevard, Suite 308
St. Pete Beach, Florida 33706

David A. Johnson, Secretary-Treasurer
2956 Kirkfield Avenue
Montreal, Quebec H3R 2E6
Canada

ARTICLE VIII REGISTERED AGENT

The name and address of the registered agent of the corporation is:

Aurelio Useche
5396 Gulf Boulevard, Suite 308
St. Pete Beach, Florida 33706

ARTICLE IX INCORPORATOR

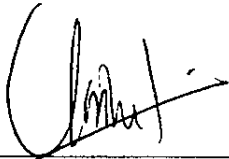
The name and address of the incorporator of the corporation is:

David A. Johnson
2956 Kirkfield Avenue
Montreal, Quebec H3R 2E6
Canada

ARTICLE X AMENDMENT

These Articles of Organization may be amended from time to time by resolutions adopted and approved by either the Board of Directors or the sole director.

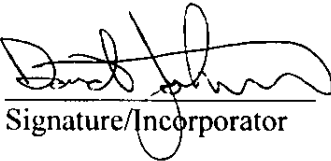
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent

April 1, 2009

Date



Signature/Incorporator

April 1, 2009

Date

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SECRETARY OF STATE
TALLAHASSEE FLORIDA