

PO9000065619

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

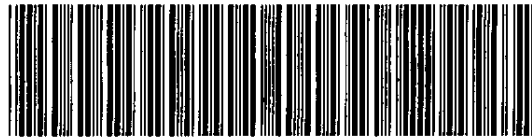
Special Instructions to Filing Officer:

L. SELLERS

AUG -4 2009

EXAMINER

Office Use Only



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07/21/09--01031--014 **113.75

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Adnotas, 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:

Eugene Bryan

Contact Person

Adnotas, Inc.

Firm/Company

PO Box 330050

Address

Miami, FL 33233

City, State and Zip Code

adnotas.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Eugene Bryan

Name of Contact Person

at (800)

314-7353

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 22, 2009

EUGENE BRYAN
P.O. BOX 330050
MIAMI, FL 33233

SUBJECT: ADNOTAS, INC.
Ref. Number: W09000033502

We have received your document for ADNOTAS, INC. and your check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Sections 607.1113, 608.4403, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by a member or an authorized representative of a member. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

The effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Incorporation, if any.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Leslie Sellers
Regulatory Specialist II

Letter Number: 809A00025214

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:

Adnotas, Inc.

Enter Name of Other Business Entity

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

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

on 5/25/2004
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:**

Adnotas, Inc.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: 8/1/2009
(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 16 day of July, 2009.

Required Signature for Florida Profit Corporation:

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: Eugene S. Bryan

Printed Name: Eugene Bryan Title: CEO

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

Signature: Eugene S. Bryan

Printed Name: EUGENE E. BRYAN Title: PRESIDENT + CEO

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:

Adnotas, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

Mailing Address: PO Box 330050, Miami, FL 33233

Physical Address: 3535 W Glencoe Street, Miami, FL 33133

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

To design, write, prepare, place and/or publish advertising programs and services for all businesses with media outlets, including, but not limited to, radio, television and print media. Online publication.

ARTICLE IV SHARES

The number of shares of stock is:

200

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

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

Eugene Bryan,
3535 W Glencoe Street
Miami, FL 33131

ARTICLE VI REGISTERED AGENT

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

Eugene Bryan / CEO / 3535 W Glencoe Street, Miami, FL 33133

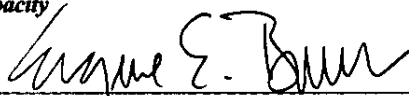
Jose Del Cueto / President, COO / 4841 Biltmore Drive, Coral Gables, FL 33146

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

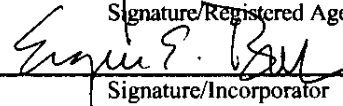
Eugene Bryan
3535 W Glencoe Street
Miami, FL 33131

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

 EUGENE E. BRYAN
Signature/Registered Agent

7/16/2009

Date

 EUGENE E. BRYAN
Signature/Incorporator

7/16/2009

Date

09 AUG - 1 AM 10:00
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CSC 45
DRAW DOWN

F040525000480

CERTIFICATE OF INCORPORATION
OF

ADNOTAS, INC.

UNDER SECTION 402 OF THE BUSINESS CORPORATION LAW

The undersigned, a natural person of the age of eighteen years or over, desiring to form a corporation pursuant to the provisions of Section 402 of the Business Corporation Law of the State of New York, hereby certifies as follows:

FIRST: The name of the corporation is:

ADNOTAS, INC.

SECOND: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law of the State of New York, exclusive of any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.

THIRD: The office of the corporation in the State of New York is to be located in the County of Westchester.

FOURTH: The aggregate number of shares which the corporation shall have the authority to issue is:

Two Hundred (200) shares without par value.

/

FIFTH: The Secretary of State is designated as the agent of the corporation upon whom process against the corporation may be served, and the address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is:

1 Chardonnay Rd
Cortlandt Manor, NY 10567

SIXTH: No director of the corporation shall be personally liable to the corporation or its stockholders for damages for any breach of duty in such capacity except where a judgment or other final adjudication adverse to said director establishes: that the director's acts or omissions were in bad faith or involved intentional misconduct or a knowing violation of law or that said director personally gained a financial profit or other advantage to which he was not entitled, or the director's acts violated Section 719 of the New York Business Corporation Law.

Date: May 24, 2004



Riki Bain
Incorporator
Corporation Service Company
80 State Street
Albany, NY 12207