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EXAMINER



Baird, Crews, Schiller & Whitaker, P.C.  
Attorneys at Law

Mark S. Whitaker  
254-774-8333 (ext. 207)  
markwhitaker@bcswwlaw.com

OUR FILE NO.  
154719 / 43242

December 16, 2009

Via FedEx Delivery

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Certificate of Conversion, Articles of Incorporation, and Fees  
Makotek, Inc.

Dear Sir or Madam:

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:

Mark S. Whitaker  
Baird, Crews, Schiller & Whitaker, P.C.  
15 North Main Street  
Temple, TX 76501  
[markwhitaker@bcswwlaw.com](mailto:markwhitaker@bcswwlaw.com)

A check is enclosed and made payable to the *Florida Department of State* in the amount \$122.50, which includes fees for filing, certified copy, and certificate of status.

Thank you in advance for your attention to this matter.

Sincerely,

  
Mark S. Whitaker

15 North Main Street, Temple, TX 76501  
Phone – 254.774.8333 ext 207 Cell – 254-913-2143 Fax – 254.774.9353

Mark S. Whitaker is Board Certified by the Texas Board of Legal Specialization in  
Estate Planning and Probate Law


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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: **MAKOTEK, LLC** LO2 -12276
2. The "Other Business Entity" is a limited liability company first organized, formed or incorporated under the laws of Florida on May 15, 2002.
3. If the jurisdiction of the "Other Business Entity" was changed, the state of country under the laws of which it is now organized, formed or incorporated: no change.
4. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation is: **MAKOTEK, INC.**
5. If not effective on the date of filing, enter the effective date: N/A

Required signature for **MAKOTEK, INC.:**

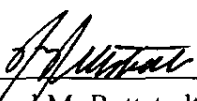
  
Richard M. Rettstadt, President

Date: 12/15/09

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TALLAHASSEE, FLORIDA

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Required signature for **MAKOTEK, LLC:**

  
Richard M. Rettstadt, President and Member

Date: 12/15/09

## **ARTICLES OF INCORPORATION**

### **MAKOTEK, INC.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation in compliance with Chapter 607 of the Florida Statutes (Profit).

#### **ARTICLE I NAME**

The name of the Corporation shall be: **MAKOTEK, INC.**

#### **ARTICLE II PRINCIPAL OFFICE**

The principal place of business/mailling address is: 3303 Parkway Center Court, Orlando, FL 32808.

#### **ARTICLE III PURPOSE**

The purpose of the Profit Corporation is to provide the broadband industry with field services that include installation, retention, collections, and disconnects, as well as the project management of converter change-outs and tap audits.

#### **ARTICLE IV SHARES**

The Corporation is authorized to issue 5,000,000 shares of common stock with a \$0.01 par value per share, amounting in the aggregate to fifty thousand dollars (\$50,000). Each share shall have equal rights and claims to any declared dividends or distributions upon liquidation of the Corporation. Further, each share shall entitle the holder thereof to one vote on any matter submitted to the shareholders for a vote.

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**ARTICLE V  
INITIAL DIRECTORS**

The names, addresses and titles of the initial directors of the Corporation are:

1. Richard M. Rettstadt, 2806 NE 12<sup>th</sup> Street, Pompano Beach, FL 33062;
2. Richard C. Beltz, 11039 Clipper Court, Windermere, FL 34786; and
3. James DeCastro, 265 S. Federal Hwy. #154, Deerfield Beach, FL 33441

**ARTICLE VI  
REGISTERED AGENT**

The name and Florida street address of the registered agent is:


Richard M. Rettstadt, 3303 Parkway Center Court, Orlando, FL 32808.

**ARTICLE VII  
INCORPORATOR**


The name and address of the Incorporator is:

Richard M. Rettstadt, 3303 Parkway Center Court, Orlando, FL 32808.

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.

  
\_\_\_\_\_  
Registered Agent – Richard M. Rettstadt

Date: 12/15/09

  
\_\_\_\_\_  
Incorporator – Richard M. Rettstadt

Date: 12/15/09

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