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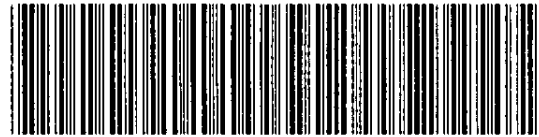
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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10 JAN 25 AM 10:47  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 2/1/2010

B. KOHR

JAN 25 2010

EXAMINER

FILED  
10 JAN 25 PM 3:46  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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TAMPA

January 25, 2010

BY HAND

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

Re: NFocus Interactive, LLC  
Document No. L04000087422  
Our File No. 135920-1

EFFECTIVE DATE 2/1/2010

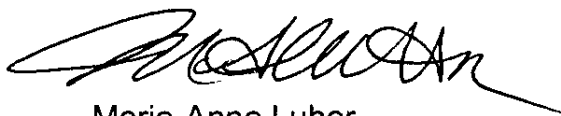
To Whom It May Concern:

Enclosed please find an original and one copy of the CERTIFICATE OF CONVERSION and attached ARTICLES OF INCORPORATION for NFocus Interactive, LLC conversion into NFi Studios, Inc. **Please note the effective date in the filings of February 1, 2010.** PLEASE FILE THESE DOCUMENTS and ISSUE A CERTIFIED COPY. A check in the amount of \$113.75 for the applicable fees is enclosed.

Upon receipt, please "date stamp" the copy of the letter provided and call me at (850) 577-9090 when the certified copy is ready to be picked up.

Thank you for your assistance in this matter.

Very truly yours,



Marie-Anne Lubber  
Office Administrator

Enclosure

EFFECTIVE DATE 2/1/2010

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 JAN 25 PM 3:46

**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 and address of the principal office of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion are:

NFocus Interactive, LLC  
Enter Name of Other Business Entity

37 N. Orange Ave., Suite 616, Orlando, Florida 32801  
Address of Principal Office

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 3, 2004 effective December 1, 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:

N/A

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

NFi Studios, Inc.  
Enter Name of Florida Profit Corporation

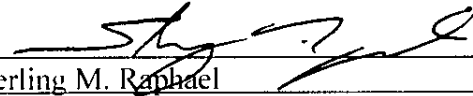
5. If not effective on the date of filing, enter the effective date: February 1, 2010.  
(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

6. The Other Business Entity has (i) been converted into the Florida Profit Corporation in compliance with Chapters 607 and 608, Florida Statutes; (ii) approved the Plan of Conversion in accordance with Chapter 608, Florida Statutes; and (iii) agreed to pay to any members having appraisal rights the amount to which such members are entitled under 608.4351-608.43595, Florida Statutes.

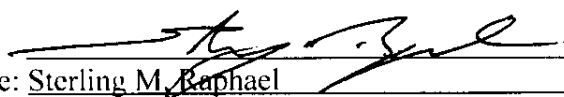
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SIGNATURES APPEAR ON FOLLOWING PAGE/***

Signed this 22nd day of January, 2010.

**Signature on behalf of NFi Studios, Inc.**

By:   
Printed Name: Sterling M. Raphael  
Title: Incorporator

**Signatures on behalf of Other Business Entity: (NFocus Interactive, LLC)**

By:   
Printed Name: Sterling M. Raphael  
Title: President

**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)

EFFECTIVE DATE

2/1/2010

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 JAN 25 PM 3:46

**ARTICLES OF INCORPORATION  
OF  
NFI STUDIOS, INC.**

The undersigned, acting as the Incorporator of NFi Studios, Inc., a Florida corporation (the "Corporation"), pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for the Corporation:

**ARTICLE I - NAME**

The name of the Corporation is NFi Studios, Inc. The street address of the initial principal office of the Corporation shall be 37 N. Orange Ave., Suite 616, Orlando, Florida 32801.

**ARTICLE II - CORPORATE EXISTENCE**

The Corporation will exist commencing on February 1, 2010.

**ARTICLE III - DURATION**

The Corporation shall exist perpetually.

**ARTICLE IV - PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE V - CAPITAL STOCK**

The maximum number of shares of capital stock that the Corporation is authorized to issue and have outstanding at any one time is Three Million (3,000,000) shares of common stock having a par value of One Cent (\$0.01) per share.

## **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation shall be:

37 N. Orange Ave., Suite 616  
Orlando, Florida 32801

The name of the initial registered agent of the Corporation at that address shall be:

Sterling M. Raphael

## **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

A. The Corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one.

B. The names and addresses of the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Street Address</u>
Sterling M. Raphael	37 N. Orange Ave., Suite 616 Orlando, Florida 32801
Derek Gallo	37 N. Orange Ave., Suite 616 Orlando, Florida 32801

## **ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Sterling M. Raphael	37 N. Orange Ave., Suite 616 Orlando, Florida 32801

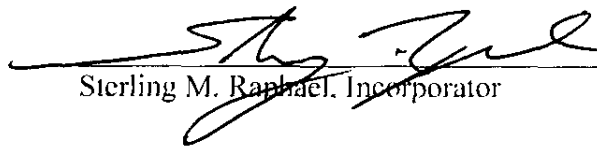
## **ARTICLE IX - BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE X - AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as of the 1<sup>st</sup> day of February, 2010.

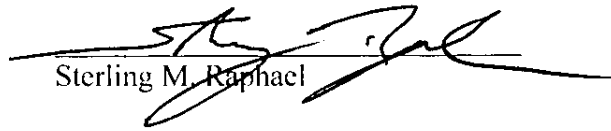
  
Sterling M. Raphael, Incorporator



**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

**NFi STUDIOS, INC.**

The undersigned, having been named as registered agent for the above named Corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts such designation and agrees to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

  
Sterling M. Raphael