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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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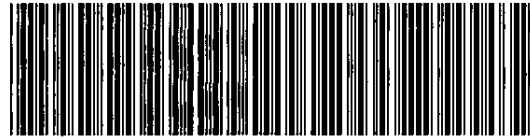
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Office Use Only



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10/25/10--01045--026 **105.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. CLINE
OCT 26 2010
EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Markee Recording and Rehearsal, 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:

Michael I. Kotler, Esquire
Contact Person

Schwartz, Gold, Cohen, Zakarin & Kotler, P.A.
Firm/Company

54 SW Boca Raton Boulevard
Address

Boca Raton, Florida 33432
City, State and Zip Code

mkotler@sgczklaw.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michael I. Kotler, Esquire at (561) 361-9600
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:

Markee Recording and Rehearsal, LLC

U10-27087

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, 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 March 10, 2010

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**

Markee Recording and Rehearsal, Inc.

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.)

6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.607.1115, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

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TALLAHASSEE, FLORIDA

Signed this 13th day of October, 20 10

Required Signature for Florida Profit Corporation:

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: Mark Begelman

Printed Name: Mark Begelman Title: Chairman and Director

Required Signature(s) on behalf of Other Business Entity: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: Mark Begelman
Printed Name: Mark Begelman Title: Manager/Member

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)

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MARKEE RECORDING AND REHEARSAL, Inc.

ARTICLE I

NAME

MARKEE RECORDING AND REHEARSAL, INC.

ARTICLE II

PURPOSE

This corporation is organized for the following purposes:

1. Any and all lawful purposes, activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The aggregate number of shares that the Corporation is authorized to issue is ten million (10,000,000) shares, divided into two (2) classes. The designation of each class, the number of shares of each class, and the par value or no par value of the shares of each class are as follows:

Class	Series (if any)	Number of Shares	Par Value Per Share or Shares without Par Value
Common		5,000,000	(No Par) per share
Preferred		5,000,000	(No Par) per share

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TALLAHASSEE, FLORIDA

This corporation is authorized to issue 5,000,000 shares of common stock.

The common stock of the corporation shall have the following characteristics:

(a) Par value shall be No Par per share.

(b) At all meetings of the stockholders, the common stockholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.

(c) Except as otherwise provided by law, in order for common stockholders to exercise their vote, the shares which the stockholder is intending to vote must be owned and paid in full.

This corporation is authorized to issue 5,000,000 shares of preferred stock.

The preferred stock of the corporation shall have the following characteristics:

(a) Par value shall be No Par per share.

(b) At all meetings of the stockholders, the preferred stockholders shall be entitled to cast ten (10) votes for each share of common stock owned. That a preferred stockholder is interested in a matter to be voted upon shall not disqualify him from voting thereon.

(c) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the corporation, then, before any distribution or payment shall be made to the holders of the common shares, the holders of the preferred shares shall be entitled to be paid in full their capital contributions, any dividends or distributions which have been declared but remain unpaid, plus accrued dividends to such distribution payment date, whether or not earned or declared.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of receipt of these Articles of Incorporation by the Secretary of State of Florida.

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TALLAHASSEE FLORIDA

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 963 Eve Street, Delray Beach, Florida 33483. The initial registered agent of this corporation is Mark Begelman with his address at 963 Eve Street, Delray Beach, Florida 33483. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director, initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one

(1). The name and address of the initial Director of this corporation is:

Name

Address

Mark Begelman

**963 Eve Street
Delray Beach, Florida 33483**

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TALLAHASSEE, FLORIDA

ARTICLE VII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law.

ARTICLE VIII

INCORPORATOR

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

Mark Begelman
963 Eve Street
Delray Beach, Florida 33483

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30 day of September, 2010.

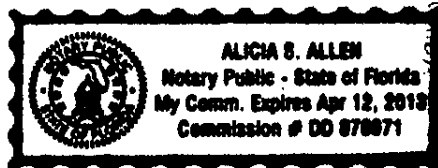

Print Name: **Mark Begelman**

STATE OF FLORIDA)
)ss.
COUNTY OF PALM BEACH)

Sworn to and subscribed before me this 30 day of September, 2010, by **Mark Begelman**, who is personally known to me (or who has ~~produced~~ ^{been} as identification) and who did take an oath


Notary Public, State of Florida

(SEAL)



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TALLAHASSEE, FL 32399

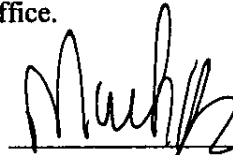
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That **MARKEE RECORDING AND REHEARSAL, INC.**, is desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of **Delray Beach**, County of **Palm Beach**, State of **Florida** has named **Mark Begelman** located at **963 Eve Street, Delray Beach, Florida 33483** as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.



Print Name: Mark Begelman
(Registered Agent)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 OCT 25 PM 1:02

FILED

EDWARD B. COHEN
DAVID C. KOTLER
MICHAEL I. KOTLER •
ALLAN H. SCHWARTZ
RONALD M. ZAKARIN ••

LAW OFFICES
SCHWARTZ, GOLD, COHEN, ZAKARIN & KOTLER, P.A.
ATTORNEYS AT LAW
54 S.W. BOCA RATON BOULEVARD, BOCA RATON, FLORIDA 33432
TELEPHONE: 561-361-9600 FACSIMILE: 561-361-9770
WEBSITE: SGCZKLAW.COM

ABIGAIL R. LANGWEILER •••
JAMIE E. MORRIS ••••
PAULA GOLD (RETIRED)

ESTABLISHED 1984

October 20, 2010

Sent Via Certified Mail - 7009 2820 0001 0782 1713

Return Receipt Requested

Registration Section

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

Re: Markee Recording and Rehearsal, LLC conversion to Markee Recording and
Rehearsal, Inc.
File Number 6-920-6

Dear Sir/Mam:

Enclosed please find our law firm's check in the amount of One Hundred Five Dollars (\$105.00) for the filing of the enclosed Certificate of Conversion for "Other Business Entity" Into Florida Profit Corporation of the above referenced limited liability company. Please file the Certificate of Conversion for "Other Business Entity" Into Florida Profit Corporation and return a copy of the filed articles in the enclosed self-addressed stamped envelope. Thank you for your assistance with this matter.

Very truly yours,



Michael I. Kotler

Encl.
MIK/jk

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

