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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1010-49603

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: A-List Feature Films, 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:

James A. Fitzpatrick

Contact Person

A-List Feature Films, Ltd.

Firm/Company

9556 134th Way

Address

Seminole, FL 33776

City, State and Zip Code

jim@pacatlanticpictures.com

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

For further information concerning this matter, please call:

JIM FITZPATRICK

Name of Contact Person

at (727)

Area Code and Daytime Telephone Number

585-7135

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

FILED

Certificate of Conversion

For

"Other Business Entity"

Into

Florida Profit Corporation

10 OCT 20 AM 11:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

A-List Feature Films, LLC

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 19, 2009
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:

Florida

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

A-List Feature Films, INC.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: 10-10-2010
(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.)

Signed this 10th day of OCTOBER, 20 10.

Required Signature for Florida Profit Corporation:

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

Printed Name: James A. Fitzpatrick Title: PRESIDENT/DIRECTOR/CHAIRMAN

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

Signature: JAMES D. BRUBAKER Title: VICE PRESIDENT/DIRECTOR

Signature: JODE KNIGHTS Title: V.P.

Signature: ARTHUR RADIGAN Title: VICE PRESIDENT

Signature: DENISE BEBEL Title: SECRETARY

Signature: CORBIN TIMMONS Title: V.P.

Signature: MIKE ROCHA Title: V.P.

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:

A-LIST FEATURE FILMS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

9556 134th WAY NORTH, SEMINOLE FL 33776

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

TO PRODUCE FEATURE FILMS

ARTICLE IV SHARES

The number of shares of stock is:

25, 000, 000

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

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

ARTICLE VI REGISTERED AGENT

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

JOEL KNOTT - FITZPATRICK
9556 134th WAY NORTH, SEMINOLE, FL 33776

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

JAMES FITZPATRICK
9556 134th WAY NORTH, SEMINOLE, FL 33776

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

Signature/Incorporator

10-10-2010

Date

10/10/2010

Date