

P11000010318

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

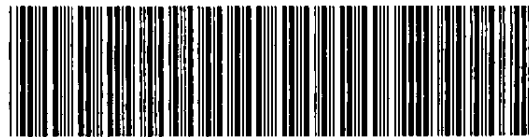
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. LUNT

JAN 31 2010

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Spinicelli Holding, 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:

I. Michael Tucker

Contact Person

Law Office of I. Michael Tucker, PLC

Firm/Company

498 Palm Springs Drive, Suite 100

Address

Altamonte Springs, FL 32701

City, State and Zip Code

Cdavis@Americanaudiovisual.com

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

For further information concerning this matter, please call:

Candice Davis

Name of Contact Person

at (407) 888-8300

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:

Spinicelli Holding

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 FL
 (Enter state, or if a non-U.S. entity, the name of the country)

on 04/15/1998

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:

Not Applicable

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

Spinicelli Holding, 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 _____ day of December, 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: _____

Printed Name: Mark J. Spincelli Title: Chairman, Director & Officer

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: _____

Printed Name: Mark J. Spincelli

Title: General Partner

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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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:

Spinicelli Holding Corporation

ARTICLE II PRINCIPAL OFFICE

Principal street address

9484 American Eagle Way

Orlando, FL 32837

Mailing address, if different is:

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

to conduct any and all lawful business as permitted in the State of Florida.

ARTICLE IV SHARES

The number of shares of stock is:

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Mark J. Spinicelli Chairman, CEO, Director and President

Address: 9484 American Eagle Way

Orlando, FL 32837

Name and Title:

Address:

Name and Title:

Address:

Name and Title:

Address:

Name and Title:

Address:

Name and Title:

Address:

Mark J. Spinicelli

ARTICLE VI REGISTERED AGENT

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

Name: Mark J. Spinicelli

Address: 9484 American Eagle Way

Orlando, FL 32837

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: Mark J. Spinicelli

Address: 9484 American Eagle Way

Orlando, FL 32837

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

Required Signature/Registered Agent

December , 2010

Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Required Signature/Incorporator

December , 2010

Date