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C. LEWIS

MAY 1 8 2011

EXAMINER



Langston, Hess, Augustine, Sojourner & Moyles, P.A.

ATTORNEYS AT LAW

- * HERBERT A, LANGSTON JR.
- * JAMES M. HESS
- * MARGARET E. SOJOURNER
- * PHILIP R. AUGUSTINE
- M. SEAN MOYLES LORELEI R. BERDY, R.N., J.D. COURTNEY COLLINS
- * FLORIDA BAR BOARD CERTIFIED IN WORKERS' COMPENSATION LAW
- ▲ FLORIDA BAR BOARD CERTIFIED
- IN LABOR & EMPLOYMENT LAW
 CERTIFIED CIRCUIT COURT MEDIATOR

OF COUNSEL MARK C. FILBURN 600 DRUID ROAD E. CLEARWATER, FL 33756 TELEPHONE (727) 479-1900 FAX (727) 479-1901 E-MAIL: SMoyles@LangstonHess.com

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REPLY TO CLEARWATER

May 10, 2011

VIA REGULAR U.S. MAIL

Registration Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re:

FilmRally, Inc.

To Whom It May Concern:

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:

M. Sean Moyles
Langston, Hess, Augustine, Hussey & Moyles, P.A.
600 Druid Road E.
Clearwater, FL 33756
smoyles@langstonhess.com
727-479-1900

For further information concerning this matter, please call M. Sean Moyles at (727) 479-1900.

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May 10, 2011

Enclosed is a check in the amount of \$105.00 for Filing Fees.

Thank you in advance for your assistance in this matter.

Sincerely,

M. Sean Moyles

MSM/pkf Enclosures cc: client 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: FilmRally, LLC. L1000023444
- 2. The "Other Business Entity" is a limited liability company, first organized, formed or incorporated under the laws of Florida on March 2, 2010.
- 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: FilmRally, Inc.
- 5. If not effective on the date of filing, enter the effective date: (not applicable).
- 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.

Signed this 10th day of May, 2011.

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 in s. 817.155, F.S.

M. Sean Moyles

Incorporator, FilmRally, Inc.

Required Signature(s) on behalf of Other Business Entity:

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

Jeffer J. Hillyer

Member, FilmRally, LLC

SECRETARY OF MICE.

£1.

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE 1 NAME

The name of the corporation shall be: FilmRally, Inc.

ARTICLE II PRINCIPAL OFFICE

Principal street address

Mailing address, if different is:

304 N. Missouri Ave. Clearwater, FL 33755 (same)

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: any and all lawful business.

ARTICLE IV SHARES

The number of shares of stock is: Ten Million (10,000,000).

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title:

Jeffery J. Hillyer, President, Director

Address:

304 N. Missouri Ave.

Clearwater, FL 33755

Name and Title:

Mark R. Scappini Jr., Vice President, Director

Address:

304 N. Missouri Ave. Clearwater, FL 33755

Name and Title:

Robert A. Brown, Secretary, Treasurer, Director

Address:

304 N. Missouri Ave. Clearwater, FL 33755

ARTICLE VI REGISTERED AGENT

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

Jeffery J. Hillyer 304 N. Missouri Ave. Clearwater, FL 33755

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

M. Sean Moyles 600 Druid Road E. Clearwater, FL 33756

Having been named registered agent to accept service of pri in this certificate, I am familiar with and accept the appoin	ocess for the above stated corporation at the place designated timent as registered agent and agree to act in this capacity.
/s/ Jeffery J. Hillyer	May 17, 2011
Jeffery J. Hillyer, Registered Agent	Date
	herein are true. I am aware that any false information titutes a third degree felony as provided for in s. 817.155,
/s/ M. Sean Moyles M. Sean Moyles, Incorporator	<u>May 17, 2011</u> Date

SECRETARY OF STATE
SALEAHASSEE, FLORID