

P11000061887

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400208686634

06/21/11--01004--010 **245.00

FILED

11 JUL -5 AM 11:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BOSTICK

JUL -7 2011

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Worldwide MMA USA, 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:

c/o General Counsel and/or Luigi Agostini

Contact Person

Worldwide MMA USA, Inc.

Firm/Company

150 Clove Rd., 11flr

Address

Little Falls, NJ 07424

City, State and Zip Code

legal@wmmasports.com

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

For further information concerning this matter, please call:

c/o General Counsel and/or Luigi Agostini at (973) 826-7735

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- | | | | |
|---|---|---|---|
| <input 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 checked="" 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

FILED
11 JUL -5 AM 11:53
SECRETARY OF STATE
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:

Worldwide MMA USA, Inc.

Enter Name of Other Business Entity

2. The "Other Business Entity" is a Corporation
(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 Nevada
(Enter state, or if a non-U.S. entity, the name of the country)

on December 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:

Florida

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

Worldwide MMA USA, 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.

FILED
11 JUL -5 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed this 1 day of June, 20 11.

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: Luigi Agostini Title: 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: _____
Printed Name: Luigi Agostini Title: Director

Signature: _____
Printed Name: Lawrence R. Lox Title: Director

Signature: _____
Printed Name: Douglas Main Title: Director

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)

FILED
11 JUL -5 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Worldwide MMA USA, Inc.

ARTICLE II PRINCIPAL OFFICE

Principal street address
c/o Worldwide MMA USA, Inc.
150 Clove Rd., 11flr
Little Falls, NJ 07424

Mailing address, if different is:

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: 10,000 Share(s), No Par Value

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Luigi Agostini, Director
Address: 150 Clove Rd., 11flr
Little Falls, NJ 07424

Name and Title: _____
Address: _____

Name and Title: Lawrence R. Lux, Director
Address: 150 Clove Rd., 11flr
Little Falls, NJ 07424

Name and Title: _____
Address: _____

Name and Title: Douglas Main, Director
Address: 150 Clove Rd., 11flr
Little Falls, NJ 07424

Name and Title: _____
Address: _____

ARTICLE VI REGISTERED AGENT

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

Name: InCorp Services, Inc.
Address: 17888 67th Court North
Loxahatchee, FL 33470

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:


Name: Luigi Agostini c/o Worldwide MMA USA, Inc.
Address: 150 Clove Rd., 11flr
Little Falls, NJ 07424

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

 on behalf of InCorp Services, Inc.
Required Signature/Registered Agent

6/3/11
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

6/3/11
Date

11 JUL -5 AM 11:53
STATE OF FLORIDA
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

FILED



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 21, 2011

LUIGI AGOSTINI
150 CLOVE ROAD
11TH FLOOR
LITTLE FALLS, NY 07424

SUBJECT: WORLDWIDE MMA USA, INC.
Ref. Number: W11000033458

We have received your document for WORLDWIDE MMA USA, INC. and your check(s) totaling \$245.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Sections 607.1113, 608.4403, 620.2104, and 620.8914, F.S., require the certificate of conversion to be signed by the converting entity as required by applicable law. If the converting entity is a corporation, the certificate of conversion must be signed by a chairman, vice chairman, officer, director, or an incorporator. If the converting entity is a limited liability company, the certificate of conversion must be signed by a member or an authorized representative of a member. If the converting entity is a general partnership or limited liability partnership, the certificate of conversion must be signed by a general partner. If the converting entity is a limited partnership or limited liability limited partnership, the certificate of conversion must be signed by all of the general partners. If the converting entity is another type of business entity, an authorized person must sign the certificate of conversion.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6028.

Barbara Bostick
Regulatory Specialist II

Letter Number: 711A00015089