

P11000070674

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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13 OCT 25 PM 4:39

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. LEWIS  
OCT 30 2013  
EXAMINER

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** **NCLUSIVE, Inc.**

\_\_\_\_\_  
Name of Florida Profit Corporation

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Profit Corporation into an "Other Business Entity" in accordance with s. 607.1113, F.S.

Please return all correspondence concerning this matter to:

**Tye Gonser**

\_\_\_\_\_  
Contact Person

**Weinberg Gonser LLP**

\_\_\_\_\_  
Firm/Company

**10866 Wilshire Blvd., Suite 1650**

\_\_\_\_\_  
Address

**Los Angeles, CA 90024**

\_\_\_\_\_  
City, State and Zip Code

**tye@weinberg-gonser.com**

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

For further information concerning this matter, please call:

**Tye Gonser**

\_\_\_\_\_  
Name of Contact Person

at ( **424** ) **239-2868**

\_\_\_\_\_  
Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee  
and Certificate of  
Status



\$43.75 Filing Fee  
and Certified Copy



\$52.50 Filing Fee,  
Certified Copy, and  
Certificate of Status

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

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

APPROVED  
AND  
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13 OCT 25 PM 4:39

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Certificate of Conversion**  
For  
**Florida Profit Corporation**  
Into  
**"Other Business Entity"**

This Certificate of Conversion is submitted to convert the following **Florida Profit Corporation into an "Other Business Entity"** in accordance with s. 607.1113, Florida Statutes.

1. The name of the Florida Profit Corporation converting into the "Other Business Entity" is:

**NCLUSIVE, Inc.** P11000070674

Enter Name of Florida Profit Corporation

2. The name of the "Other Business Entity" is:

**NCLUSIVE, Inc.**

Enter Name of "Other Business Entity"

3. The "Other Business Entity" is a corporation

(Enter entity type. Example: limited liability company, limited partnership, general partnership, common law or business trust, etc.)

organized, formed or incorporated under the laws of Delaware

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

4. The above referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, F.S., and the conversion complies with the applicable laws governing the "Other Business Entity."

5. The plan of conversion was approved by the converting Florida Profit Corporation in accordance with Chapter 607, F.S.

6. If applicable, the written consent of each shareholder who, as a result of the conversion, is now a general partner of the surviving entity was obtained pursuant to s. 607.1112(6), F.S.

7. This conversion was effective under the laws governing the "Other Business Entity"

on: October 24, 2013

8. This conversion shall be effective in Florida on: \_\_\_\_\_  
(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 of the conversion under the laws governing the "Other Business Entity.")

9. The "Other Business Entity's" principal office address, if any:

6565 Sunset Blvd., Suite 501  
Los Angeles, CA 90028

10. If the "Other Business Entity" is an out-of-state entity not registered to transact business in Florida, the "Other Business Entity":

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal rights of shareholders of the converting Florida profit corporation under ss. 607.1301-607.1333, Florida Statutes.

b.) Lists the following street and mailing address of an office, which the Florida Department of State may use for purposes of s. 607.1114(4), Florida Statutes.

Street Address: 6565 Sunset Blvd., Suite 501  
Los Angeles, CA 90028

Mailing Address: 6565 Sunset Blvd., Suite 501  
Los Angeles, CA 90028

11. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under ss.607-1301-607.1333, F.S.

Signed this 24th day of October 2013.

Signature: \_\_\_\_\_

(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: Justin Giangrande Title: Officer

**Fees:** Filing Fee: \$35.00  
Certified Copy: \$8.75 (Optional)  
Certificate of Status: \$8.75 (Optional)