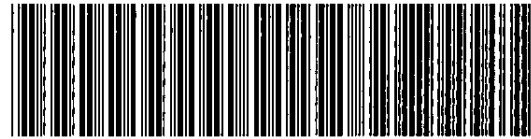


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TALLAHASSEE, FLORIDA

W11-51157

J. BRYAN

OCT 14 2011

EXAMINER

**E**NTREPRENEURSHIP  
**LAW FIRM, P.L.**  
*Advising Business Owners*



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TALLAHASSEE, FLORIDA

September 30, 2011

Secretary of State  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Conversion of PlayGolfPlanet.com, LLC, into Play Golf Planet, Inc., a Florida corporation

Dear Sir/Madam:

Enclosed please find: (A) the original signed Certificate of Conversion and Articles of Incorporation to convert PlayGolfPlanet.com, LLC, into Play Golf Planet, Inc.; and (B) a check in the amount of \$105.00, to cover the filing fees. Please file the articles of incorporation and send notification of same to 930 Woodcock Rd, Ste. 223, Orlando, FL 32803.

If you have any questions or need further information, please call me at (407) 649-7777. Thank you for your assistance.

Very truly yours,

Edward R. Alexander, Jr.

Enclosures.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 4, 2011

EDWARD R. ALEXANDER, JR.  
ENTREPRENEURSHIP LAW FIRM, P.L.  
930 WOODCOCK ROAD, SUITE 223  
ORLANDO, FL 32803

SUBJECT: PLAY GOLF PLANET, INC.  
Ref. Number: W11000051157

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TALLAHASSEE, FLORIDA

We have received your document for PLAY GOLF PLANET, INC. and your check(s) totaling \$105.00. 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) 245-6043.

Joey Bryan  
Regulatory Specialist II

Letter Number: 911A00022843

**E**NTREPRENEURSHIP  
LAW FIRM, P.L.  
*Advising Business Owners*



October 13, 2011

Via FedEx  
Secretary of State  
Mr. Joey Bryan  
Regulatory Specialist II  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32301

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TALLAHASSEE, FLORIDA

Re: Letter No. 911A00022843  
Conversion of PlayGolfPlanet.com, LLC into Play Golf Planet, Inc., a  
Florida corporation  
Ref. Number: W11000051157

Dear Mr. Bryan:

Pursuant to the request in your letter number 911A00022843 dated October 4, 2011, a copy of which is attached, enclosed please find the revised Certificate of Conversion converting PlayGolfPlanet.com, LLC, to Play Golf Planet, Inc., together with the articles of incorporation for Play Golf Planet, Inc. Please file the articles of incorporation and send notification of same to the address below.

If you have any questions or need further information, please call me at (407) 649-7777. Thank you for your assistance.

Very truly yours,

Edward R. Alexander, Jr.

Enclosures.

**Certificate of Conversion**  
for the conversion  
of  
**PlayGolfPlanet.com, LLC**  
a Florida limited liability company,  
into  
**Play Golf Planet, Inc.**  
A Florida corporation


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PlayGolfPlanet.com, LLC, a Florida limited liability company (the "Company"), files this Certificate of Conversion pursuant to Sections 608.4403 and 607.1115, Florida Statutes, to convert the Company into a Florida corporation, and states as follows:

1. The name of the Company is PlayGolfPlanet.com, LLC. # L07000069685
2. The Company is a Florida limited liability company and was formed on June 27, 2007.
3. The conversion of the Company into Play Golf Planet, Inc., was adopted and unanimously approved by the manager(s) and member(s) of PlayGolfPlanet.com, LLC on September 27, 2011.
4. As of the effective date of this Certificate of Conversion the limited liability company shall be converted into Play Golf Planet, Inc., a Florida corporation (the other business entity), in accordance with the Articles of Incorporation of Play Golf Planet, Inc., attached hereto, and the Plan of Conversion unanimously adopted by the managers and members of the Company.
5. The effective date of this Certificate of Conversion shall be the filing date.

Executed as of this 27 day of September, 2011.  
**PlayGolfPlanet.com, LLC**

  
\_\_\_\_\_  
Cameron Cress, Manager

  
\_\_\_\_\_  
CAMERON CRESS, INCORPORATOR

  
\_\_\_\_\_  
Joseph Nemchik, Manager

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
PLAY GOLF PLANET, INC.**

The undersigned, as manager of PlayGolfPlanet.com, LLC, a Florida limited liability company, in accordance with that certain Plan of Conversion and that certain Certificate of Conversion filed contemporaneously herewith, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

**Article I. Name**

The name of this corporation (the "**Corporation**") shall be:  
**PLAY GOLF PLANET, INC.**

**Article II. Principal Office**

The address of the principal office and the mailing address of the Corporation is: 111 E. Washington St., #2323, Orlando, FL 32801.

**Article III. Business and Activities**

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

**Article IV. Capital Stock**

Section 1. Capital Stock. The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is seven million five hundred thousand (7,500,000) shares in two classes, common stock and preferred stock.

Section 2. Common Stock. The Corporation is authorized to issue one class of common stock (the "**Common Stock**"). The maximum number of shares of Common Stock that this Corporation is authorized to issue and have outstanding at any one time is five million (5,000,000) shares. The Common Stock shall have a par value of \$0.0001 per share. The Common Stock shall have the rights, preferences, privileges and restrictions as set forth in the succeeding provisions of this Article IV.

Section 3. Preferred Stock. The Corporation is authorized to issue one class of preferred stock, to be designated Preferred Stock (the "**Preferred Stock**"). The maximum number of shares of Preferred Stock that this Corporation is authorized to issue and have outstanding at any one time is two million five hundred thousand (2,500,000) shares. The Preferred Stock shall have a par value of \$0.0001 per share. The Preferred Stock may be designated in one or more series and shall have such rights, preferences, privileges and restrictions, in whole or in part, as the Board of Directors may establish, subject only to the limitation and conditions imposed by Section 607.0602 of the Florida Business Corporation Act.

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Section 4. Voting. Subject to the superior rights, preferences, privileges and restrictions of the Preferred Stock as may be established, from time to time, in accordance with Section 3 of Article IV, the holders of all series and classes of the capital stock of the Corporation shall be entitled to one vote per share held for all matters upon which shareholders have the right to vote.

Section 5. Dividends. Subject to the superior rights, preferences, privileges and restrictions of the Preferred Stock as may be established, from time to time, in accordance with Section 3 of Article IV, the holders of all series and classes of the capital stock of the Corporation shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Corporation legally available therefor, such dividends as may be declared from time to time by the Board of Directors.

Section 6. Liquidation. Subject to the superior rights, preferences, privileges and restrictions of the Preferred Stock as may be established, from time to time, in accordance with Section 3 of Article IV, upon the occurrence of a Liquidating Event (as defined below) the holders of all series and classes of the capital stock of the Corporation shall be entitled to participate on a *pari passu* basis according to the number of shares of capital stock of the Corporation held by such holders. "**Liquidating Event**" means: (A) the consolidation or merger of the Corporation into or with any other entity or entities or other change of control transaction which results in the exchange of outstanding shares of the Corporation for securities or other consideration issued or paid or caused to be issued or paid by any such entity or affiliate thereof (other than a merger to reincorporate the Corporation in a different jurisdiction) in which the stockholders of the Corporation immediately prior to such transaction do not continue to hold a greater than 50% interest in the successor entity immediately following such transaction, or (B) a transaction or series of transactions that results in the transfer of more than 50% of the voting power of the Corporation, or (C) the sale, lease, license, transfer or other disposition by the Corporation of all or substantially all its assets (which shall include any effective transfer of such assets regardless of the structure of any such transaction as a license or otherwise), or (D) the bankruptcy, dissolution or other winding up of the Corporation.

Section 7. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

Section 8. Designation of Series A Preferred Stock. Of the two million five hundred thousand (2,500,000) shares of Preferred Stock, set forth in Section 3 of this Article IV, one million seventy eight hundred thousand five hundred seventy four (1,078,574) shares shall be designated "**Series A Preferred Stock**" with the rights, preferences, privileges and restrictions set forth below in this Section 8 (notwithstanding any contrary provisions of Sections 4 or 6 of this Article IV).

(A) Voting Rights. The holders of each share of Series A Stock shall be: (1) entitled to the number of votes equal to the number of shares of Common Stock into

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which such shares of Series A Stock could then be converted (as described below) and shall have voting rights and powers equal to the those set forth in Section 4 of this Article IV, except as otherwise expressly provided in this Section 8 or as required by law, voting together with the Common Stock and/or any other Preferred Stock as a single class; and (2) entitled to notice of any shareholders' meeting in accordance with the Bylaws of the Company. Fractional votes shall not, however, be permitted and any fractional voting rights resulting from the above formula (after aggregating all shares of Common Stock into which shares of Preferred Stock held by each shareholder could be converted) shall be rounded to the nearest whole number (with one-half being rounded upward).

- (B) Election of Board Member. The holders of the Series A Stock, voting as a class, shall be entitled to elect one (1) member of the Board of Directors of the Company. If, at any time there are any shares of Series A Stock issued and outstanding, specific persons are required to be elected to the Board of Directors pursuant to the Company's then current Articles of Incorporation, as amended, Bylaws or any shareholders or voting agreement concerning the Company, then, notwithstanding any contrary provisions of the Bylaws or any shareholders agreement or voting agreement, the number of members of the Board of Directors shall be increased by one without the necessity of a vote of the shareholders to that number that is one greater than such number of specific persons and such additional director shall be elected pursuant to the provisions of this Section 8(B).
- (C) Liquidation Preference. Upon a Liquidation Event (as defined below) the holders of the Series A Stock shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Company to the holders of the Common Stock and/or any other Preferred Stock by reason of their ownership thereof, an amount equal to \$0.9272 per share of Series A Stock (as adjusted for any combinations, consolidations, stock distributions or stock dividends with respect to such shares) plus an amount equal to all declared but unpaid dividends, if any (as to each series, the "**Series A Preferred Amount**"). If upon the occurrence of a Liquidation Event, the assets and funds thus distributed among the holders of the Series A Stock shall be insufficient to permit the payment of such holders of the full Series A Preferred Amount, then the entire assets and funds of the Company legally available for distribution shall be divided between the shares on a pro rata basis. "**Liquidation Event**" means: (1) the liquidation, dissolution or winding up of the Company, whether voluntary or involuntary; (2) the consolidation or merger of the Company with or into any other corporation or corporations, or other corporate reorganization in which the Company is not the surviving entity (unless the shareholders of the Company hold more than 50% of the voting power of the surviving Company); or (3) a sale of all or substantially all of the assets of the Company (unless the shareholders of the Company hold more than 50% of the voting power of the purchasing entity).
- (D) Conversion. The holders of Series A Stock shall have conversion rights as follows:
- (1) Right to Convert. Each share of Series A Stock shall be convertible, at the option of the holder thereof, at any time after the date of issuance of such



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share, at the office of the Company or any transfer agent for such stock into one share of fully paid and non-assessable Common Stock.

- (2) Automatic Conversion. Each share of Series A Stock shall automatically be converted into one share of fully paid and non-assessable Common Stock immediately prior to the closing of the sale of shares of the Company's Common Stock in a public offering of Common Stock registered under the Securities Act of 1933, as amended, other than a registration relating solely to a transaction under Rule 145 under such Act (or any successor rule thereto) or to an employee benefit plan.
- (E) Designation of Stock with Rights, Privileges and Preferences Superior to the Series A Preferred Stock. Notwithstanding any contrary provisions of the Florida Business Corporation Act, the Company may, in accordance with these Articles of Incorporation, as amended, issue all or any portion of the remaining authorized and unissued Preferred Stock (the "**Additional Preferred Stock**") with rights, preferences, privileges, including, without limitation, conversion, voting, liquidation and dividend preferences, that are superior to those of the previously designated and issued Series A Preferred Stock of the Company without the approval of the holders of the issued and outstanding Series A Preferred Stock, if, and only if:
- (1) upon the original issuance of all or any portion of the Additional Preferred Shares the Company raises not less than One Million Dollars (\$1,000,000.00) in equity capital;
  - (2) the per share purchase price for each of the Additional Preferred Shares is equal to or greater than \$0.9272, subject to adjustment for splits and recapitalization events; and
  - (3) no liquidation preference so designated is in excess of the per share purchase price for such Additional Shares, subject to adjustment for splits and recapitalization events.

This Section 8(E) shall not be deemed to limit or otherwise modify or amend the provisions of Section 3 of this Article IV, except as expressly set forth herein.

#### **Article V. Term of Existence**

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

#### **Article VI. Initial Registered Office and Agent**

The street address of the registered office of this Corporation is 111 E. Washington St., #2323, Orlando, FL 32801 and the name of the registered agent of this Corporation at that address is Cameron Cress.

#### **Article VII. Directors**

Section 1. The number of Directors of this Corporation shall be one (1).

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Section 2. The number of Directors may be either increased or diminished from time to time by the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.

Section 3. Directors, as such, shall receive such compensation for their services, if any, as may be set, from time to time, by the Board of Directors at any meeting thereof. The Board of Directors may authorize and require the payment by the Corporation of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

Section 4. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

Section 5. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

Section 6. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

#### **Article VIII. Amendment to Articles**

These Articles of Incorporation may be amended in the manner provided by law.

#### **Article IX. Bylaws**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

#### **Article X. Shareholders' Agreements**

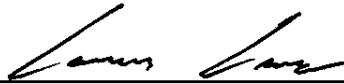
The Shareholders of the voting stock of the Corporation may, by unanimous agreement, restrict the discretion of the Board of Directors in its management of the Corporation, provide for direct Shareholder management of the business and affairs of the Corporation, treat the Corporation as if it were a partnership, or may arrange the relations between and among Shareholders that would be otherwise appropriate only between partners. A Shareholders' Agreement among less than all Shareholders may only affect the management of the Corporation by providing for the manner in which parties to the Shareholders' Agreement will vote their shares. Any Shareholders' Agreement must be in writing and a copy thereof must be delivered to the principal office of the Corporation and be available there for inspection by any Shareholder pursuant to the inspection of records procedure for Shareholders as provided in the Florida Business Corporation Act. If a Shareholders' Agreement has been entered into, all stock certificates owned by Shareholders who are parties to the Agreement shall have an appropriate notation referencing the Shareholders' Agreement. No committee

of the Board of Directors may pre-empt the Shareholders' Agreement signed by all Shareholders.

**Article XI. Affiliated Transactions**


This Corporation expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 (affiliated transactions).

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as of September 27, 2011.

  
\_\_\_\_\_  
Cameron Cress

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of **Play Golf Planet, Inc.**

  
\_\_\_\_\_  
Cameron Cress

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