

P14 000013766

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

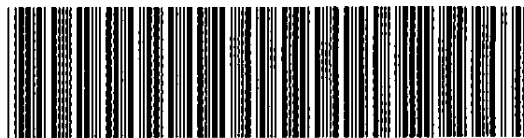
Certified Copies _____ Certificates of Status _____

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FEB 14 2014

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02/10/14--01048--007 **105.00

RECEIVED
FEB 10 2014
10:00 AM
TO: CLERK OF COURT
SUPERIOR COURT
2014 FEB 10 PM 2:42

FILED
14 FEB 12 AM 9:09

W14-8690

CORP DIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-23

CONTACT: Kim Weidenbach

DATE: 02/10/14

REF. #: 9045444

CORP. NAME: AEROSPORTS MARKETING GROUP, INC. (AZ) CONVERTING INTO:
AEROSPORTS MARKETING GROUP, INC. (FL)

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input checked="" type="checkbox"/> OTHER: CONVERSION FILING | | |

STATE FEES PREPAID WITH CHECK# 70014801 **FOR \$** 105.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ **COST LIMIT: \$** _____

PLEASE RETURN:

- | | | |
|--|---|--|
| <input type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**CERTIFICATE OF CONVERSION
OF
AEROSPORTS MARKETING GROUP, INC. an Arizona Corporation
INTO
AEROSPORTS MARKETING GROUP, INC., a Florida corporation**

FILED
14 FEB 12 AM 9:09

This Certificate of Conversion and attached Articles of Incorporation are submitted to convert Aerosports Marketing Group, Inc., an Arizona corporation (the "Other Business Entity"), into **Aerosports Marketing Group, Inc.**, a Florida corporation, in accordance with Section 607.1115, Florida Statutes (the "Conversion").

**ARTICLE I
NAME OF "OTHER BUSINESS ENTITY"**

The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is "Aerosports Marketing Group, Inc."

**ARTICLE II
JURISDICTION OF "OTHER BUSINESS ENTITY"**

The "Other Business Entity" is a corporation first organized, formed or incorporated under the laws of the State of Arizona on January 29, 1999.

**ARTICLE III
NAME OF FLORIDA CORPORATION**

The name of the Florida corporation into which the "Other Business Entity" will be converted, as set forth in the attached Articles of Incorporation of the Florida corporation, is "Aerosports Marketing Group, Inc."

**ARTICLE IV
EFFECTIVE DATE AND TIME OF CONVERSION**

This Conversion shall become effective as of upon the date of filing this Certificate of Conversion.

**ARTICLE V
COMPLIANCE WITH LAWS**

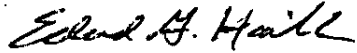
The Conversion is permitted by the applicable law(s) governing the "Other Business Entity" and the Conversion complies with such laws and the requirements of Section 607.1115, Florida Statutes, in effecting the Conversion.

**ARTICLE VI
EXISTENCE OF "OTHER BUSINESS ENTITY"**

The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion on February 7, 2014.

**AEROSPORTS MARKETING GROUP,
INC.**



By:

(Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.)

**ARTICLES OF INCORPORATION
AEROSPORTS MARKETING GROUP, INC.**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I
NAME**

The name of the Corporation is **AEROSPORTS MARKETING GROUP, INC.**

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The Corporation's principal office and the mailing address of the Corporation is:

3225 South MacDill Avenue
Suite 129-170
Tampa, Florida 33629

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

**ARTICLE IV
CAPITAL STOCK**

The authorized shares of the Corporation shall consist of One Million (1,000,000) common shares, without par value. The holders of voting shares shall have one vote for each voting share held by them respectively. The holders of nonvoting shares are denied voting rights.

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Edward G. Hamill
3225 South MacDill Avenue
Suite 129-170
Tampa, Florida 33629

ARTICLE VI
INCORPORATOR

The name and address of the person signing these Articles as Incorporator is:

Edward G. Hamill
3225 South MacDill Avenue
Suite 129-170
Tampa, Florida 33629

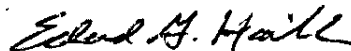
ARTICLE VII
INDEMNIFICATION

The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by Florida Law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE VIII
LIABILITY FOR MONETARY DAMAGES

No director of the Corporation shall be personally liable to the Corporation or any other person for monetary damages for any statement, vote, decision or failure to act regarding corporate management or policy by such director as a director, except for liability under the Act and other applicable law. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 7th day of February, 2014.



Edward G. Hamill
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the relevant provisions of the Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is Aerosports Marketing Group, Inc.
2. The name and street address of the registered agent and office in the State of Florida are:

Edward G. Hamill
3225 South MacDill Avenue
Suite 129-170
Tampa, Florida 33629

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.



Edward G. Hamill
Registered Agent

Dated: February 7, 2014