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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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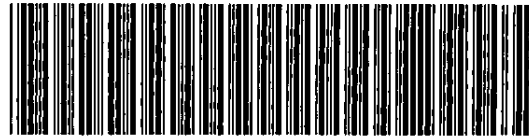
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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COVER LETTER

TO: Charter Section  
Division of Corporations

SUBJECT: Shop WEBTV, 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:

Martin Berns  
Contact Person

Shop WEBTV  
Firm/Company

2385 NW Executive Center Drive, Suite 350  
Address

Boca Raton, FL. 33431  
City, State and Zip Code

Martin@ShopWebTV.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Martin Berns at (561) 213-5155  
Name of Contact Person Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- ☒ \$105.00 Filing Fees    ☐ \$113.75 Filing Fees and Certificate of Status    ☐ \$113.75 Filing Fees and Certified Copy    ☐ \$122.50 Filing Fees, Certified Copy, and Certificate of Status

**STREET ADDRESS:**  
New Filings Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
New Filings Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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**Certificate of Conversion**

For

**"Other Business Entity"**

Into

**Florida Profit Corporation**

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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:

Shop WeBTV LLC

Enter Name of Other Business Entity L11000101559

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

on 9/6/11  
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:

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

Shop WeBTV, 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.)

Signed this 24<sup>th</sup> day of MARCH, 2014.

**Required Signature for Florida Profit Corporation:**

Signature of Chairman, Vice Chairman, Director, ~~Officer~~, or, if Directors or Officers have not been selected, an Incorporator: \_\_\_\_\_

Printed Name: MARTIN TERNS Title: CEO

**Required Signature(s) on behalf of Other Business Entity:** [See below for required signature(s).]

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

Printed Name: MARTIN TERNS Title: CEO

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

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

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

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

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)

**ARTICLES OF INCORPORATION  
OF  
SHOP WEBTV, INC.**

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**ARTICLE I - NAME**

The name of this corporation is Shop WebTV, Inc. (the "Corporation").

**ARTICLE II - PRINCIPAL OFFICE**

The principal office of the Corporation is located at the following address:

2385 NW Executive Center  
Suite 350  
Boca Raton, Florida 33431

**ARTICLE III - PURPOSE**

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE**

The street address of the Corporation's registered office in the State of Florida is 2385 NW Executive Center Drive, Suite 350, Boca Raton, Florida 33431, and the name of its registered agent at such office is Martin Berns.

**ARTICLE V - DURATION**

The Corporation shall have perpetual existence.

**ARTICLE VI - CAPITAL STOCK**

The Corporation is authorized to issue 100,000,000 shares of \$0.001 par value common stock, which shall be designated "Common Shares."

**ARTICLE VII - BYLAW AMENDMENT**

In furtherance and not in limitation of the powers conferred by the laws of Florida, each of the Board of Directors [and shareholders] is expressly authorized and empowered to make, alter, amend, and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the State of Florida or with these Articles of Incorporation. The shareholders of the Corporation may amend or adopt a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

### **ARTICLE VIII - KEEPING OF BOOKS**

The books of the Corporation may be kept at such place within or without the State of Florida as the Bylaws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

### **ARTICLE IX - DIRECTORS**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

### **ARTICLE X - INCORPORATOR**

The name and address of the sole incorporator is Martin Berns, 2385 NW Executive Center Drive, Suite 350, Boca Raton, Florida 33431.

### **ARTICLE XI - INDEMNIFICATION**

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for violation of a criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, or (iv) for any transaction from which the director derived an improper personal benefit.

If the Florida Business Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of the Corporation's directors shall be eliminated or limited to the fullest extent authorized by the Florida Business Corporation Act, as amended.

The Corporation shall indemnify and shall advance expenses on behalf of any director, or any former director, of the Corporation to the fullest extent not prohibited by law in existence either now or hereafter.

Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

### **ARTICLE XII - AMENDMENT**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation  
this 10<sup>th</sup> day of March 2014.

  
\_\_\_\_\_  
Martin Berns, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in Article IV of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

Dated this 10<sup>th</sup> day of MARCH 2014

  
\_\_\_\_\_  
Name: Martin Berns

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