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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____

Certificates of Status _____

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T. BURCH
AUG 4 2017

T. BURCH
AUG 8 2017

COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: BallyHoo Media, 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:

Amber Condron, Esq.

Contact Person

Weintraub Law Group, PC

Firm/Company

10085 Carroll Canyon Rd, Suite 230

Address

San Diego, CA 92131

City, State and Zip Code

Amber@weintraublawgroup.com

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

For further information concerning this matter, please call:

Amber Condron, Esq.

at (858) 566-7010

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:

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

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:

BALLYHOO MEDIA, LLC

Enter Name of Other Business Entity

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 March 8, 2016

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**:

BALLYHOO MEDIA, INC.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: Date of Filing

(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.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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Signed this 31 day of July, 20¹⁷.

Required Signature for Florida Profit Corporation:

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

Printed Name: Adam Shapiro Title: President

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

Signature: AS

Printed Name: Adam Shapiro Title: Manager

Signature: JG

Printed Name: Jeffrey Goldberg Title: Manager

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
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be: BALLYHOO MEDIA, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:

Principal street address

1119 BIARRITZ DRIVE

MIAMI BEACH, FL 33141

Mailing address, if different is:

1119 BIARRITZ DRIVE

MIAMI BEACH, FL 33141

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: 10,000,000 with a par value of \$0.001

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Adam Shapiro, President

Address: 1119 BIARRITZ DRIVE

MIAMI BEACH, FL 33141

Name and Title: Adam Shapiro, Treasurer

Address: 1119 BIARRITZ DRIVE

MIAMI BEACH, FL 33141

Name and Title: Jeffrey Goldberg, Secretary

Address: c/o 1119 BIARRITZ DRIVE

MIAMI BEACH, FL 33141

Name and Title: Adam Shapiro, Director

Address: 1119 BIARRITZ DRIVE

MIAMI BEACH, FL 33141

Name and Title: Jeffrey Goldberg, Director

Address: c/o 1119 BIARRITZ DRIVE

MIAMI BEACH, FL 33141

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: Adam Shapiro
Address: 1119 BIARRITZ DRIVE
MIAMI BEACH, FL 33141

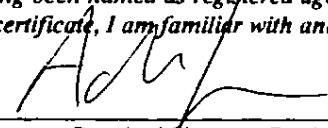
ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: Adam Shapiro
Address: 1119 BIARRITZ DRIVE
MIAMI BEACH, FL 33141


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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


Required Signature/Registered Agent

7/31/17
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

7/31/17
Date