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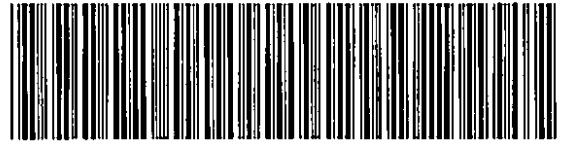
(Business Entity Name)

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20 MAY 18 AM 11:39

J DENNIS
MAY 26 2020

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Mad Mobile, Inc.

Name of Resulting Florida Profit Corporation

The enclosed Articles of Conversion, Articles of Incorporation, and fees are submitted to convert the following eligible entity into a "Florida Profit Corporation" in accordance with ss. 607.11933 & 607.0202, F.S.

Please return all correspondence concerning this matter to:

Trish Messina

Contact Person

Mad Mobile, Inc.

Firm/Company

201 N. Franklin St., Suite 1000

Address

Tampa, FL 33602

City, State and Zip Code

tmessina@madmobile.com

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

For further information concerning this matter, please call:

Trish Messina

Name of Contact Person

at (813) 400-1983

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 | <input type="checkbox"/> \$113.75 Filing Fees | <input checked="" type="checkbox"/> \$122.50 Filing Fees, |
| | and Certificate of | and Certified Copy | Certified Copy, and |
| | Status | | Certificate of Status |

Mailing Address:

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

Street Address:

New Filing Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

ARTICLES OF CONVERSION
FOR
MAD MOBILE, INC., a Delaware Corporation
Converting Eligible Entity
INTO
MAD MOBILE, INC., a Florida corporation
Florida Profit Corporation

20 MAY 13 AM 11:41

The Articles of Conversion and the attached Articles of Incorporation are submitted to convert the eligible business entity, Mad Mobile, Inc., a Delaware corporation (the "Converting Entity"), into Mad Mobile, Inc., a Florida profit corporation (the "Corporation"), in accordance with s. 607.11933 & 607.0202, Florida Statutes:

FIRST: The name of the Converting Entity immediately prior to the filing of the Articles of Conversion is Mad Mobile, Inc.

SECOND: The Converting Entity is a corporation currently organized under the laws of Delaware, as of June 17, 2019, but originally organized in Florida on February 9, 2007.

THIRD: The name of the Florida profit corporation as set forth in the attached Articles of Incorporation is Mad Mobile, Inc.

FOURTH: This conversion was approved by the eligible Converting Entity in accordance with this chapter and the laws of its current/organic jurisdiction.

FIFTH: The effective date shall be the date of filing of the Articles of Conversion with the Florida Secretary of State.

Signed this 7th day of May 2020.

MAD MOBILE, INC. a Florida profit corporation, the Corporation

By: 

Name: Bruce Bennett
Title: CEO

MAD MOBILE, INC. a Delaware corporation, the Converting Entity

By: 

Name: Bruce Bennett
Title: CEO

20 MAY 13 AM 11:48

**ARTICLES OF INCORPORATION
OF
MAD MOBILE, INC.**

The undersigned, acting as incorporator of Mad Mobile, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be Mad Mobile, Inc. (the "Corporation").

ARTICLE II. ADDRESS

The principal and mailing address of the Corporation is: 201 North Franklin Street, Suite 1000, Tampa, Florida 33602.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the Corporation began on February 9, 2007, when the Corporation was initially incorporated in Florida. The Corporation converted to a Delaware corporation on June 17, 2019. The Corporation will continue in Florida as of the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be 10,000,000 shares consisting of 9,000,000 shares of common stock, \$0.001 par value per share (the "Common Stock") and 1,000,000 shares of preferred stock, \$0.001 par value per share (the "Preferred Stock").

The Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation (the "Board") as hereinafter provided. Any shares of Preferred Stock which may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise provided by law. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purpose of voting by classes unless expressly provided.

Authority is hereby expressly granted to the Board from time to time to issue the Preferred Stock in one or more series, and in connection with the creation of any such series, by resolution providing for the issue of shares thereof, to determine and fix such voting powers, full or limited, or no voting powers, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including

without limitation thereof, dividend rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the full extent now or hereafter permitted by Florida Business Corporation Act (the "FBCA"). Without limiting the generality of the foregoing, the resolutions providing for issuance of any series of Preferred Stock may provide that such series shall be superior or rank equally or be junior to the Preferred Stock of any other series to the extent permitted by law. Except as otherwise provided in this Certificate of Incorporation, no vote of the holders of the Preferred Stock or Common Stock shall be a prerequisite to the designation or issuance of any share of any series of the Preferred Stock authorized by and complying with the conditions of this Certificate of Incorporation, the right to have such vote being expressly waived by all present and future holders of the capital stock of the Corporation.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 201 N. Franklin Street, Suite 1000, Tampa, FL 33602 and the name of the Corporation's initial registered agent at that address is Bruce Bennett.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is Bruce Bennett, 201 N. Franklin Street, Suite 1000, Tampa, FL 33602.

ARTICLE VIII. DIRECTORS

The names and street addresses of the current directors are:

Greg Schmitzer	201 N. Franklin Street, Suite 1000, Tampa, FL 33602
Bruce Bennett	201 N. Franklin Street, Suite 1000, Tampa, FL 33602
John Jassy	201 N. Franklin Street, Suite 1000, Tampa, FL 33602
Donald H. Salama	201 N. Franklin Street, Suite 1000, Tampa, FL 33602
Martin Traber	201 N. Franklin Street, Suite 1000, Tampa, FL 33602

ARTICLE IX. BYLAWS

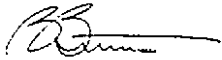
The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

ARTICLE IX. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator executes these Articles of Incorporation on this 7th day of May 2020.

20 MAY 13 PM 11:41



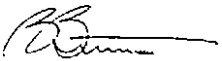
Bruce Bennett

Incorporator

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this document, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated this 7th day of May 2020.

Registered Agent



Bruce Bennett

CEO

20 MAY 18 PM 11:44