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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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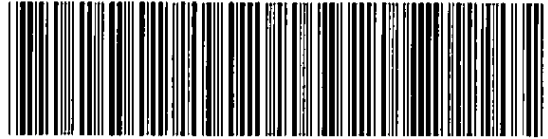
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2023 JUL 20 PM 11:42

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: THEORY STUDIOS, 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:

Kevin Rowan, Esq.

Contact Person

Fernandez Legal

Firm/Company

135 W. Central Blvd., Suite 300

Address

Orlando, FL 32801

City, State and Zip Code

david@theorystudios.com

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

For further information concerning this matter, please call:

Kevin Rowan, Esq. at (407) 574-5009

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

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**ARTICLES OF CONVERSION
FOR
CONVERTING ELIGIBLE ENTITY
INTO
FLORIDA PROFIT CORPORATION**

The Articles of Conversion and attached Articles of Incorporation are submitted to convert the following eligible business entity into a Florida Profit Corporation in accordance with Chapter 607 of the Florida Statutes.

ARTICLE I - NAME

The name of the Converting Entity immediately prior to the filing of the Articles of Conversion is THEORY STUDIOS LLC, (hereinafter, "Company").

ARTICLE II - ENTITY TYPE

The Company is a limited liability company first organized under the laws of the State of Florida on April 1, 2013.

ARTICLE III - NAME OF CORPORATION

The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation is THEORY STUDIOS, INC.

ARTICLE IV - APPROVAL

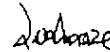
This conversion was approved by the Company in accordance with this Chapter and the laws of the State of Florida.

ARTICLE V - EFFECTIVE DATE

The effective date of these Articles of Conversion is July 4, 2023.

ARTICLE VI - SIGNATURE ON BEHALF OF COMPANY

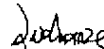
THEORY STUDIOS LLC



David R. Andrade, Member

ARTICLE VII - SIGNATURE ON BEHALF OF FLORIDA PROFIT CORPORATION

THEORY STUDIOS, INC.



David R. Andrade, Director

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**ARTICLES OF INCORPORATION
OF
THEORY STUDIOS, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I - NAME

The name of the Corporation is THEORY STUDIOS, INC., (hereinafter, "Corporation").

ARTICLE II - PURPOSE

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

ARTICLE III - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 13815 Hawk Lake Drive Orlando, FL 32837 and the mailing address is the same.

ARTICLE IV - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

DAVID R. ANDRADE
13815 Hawk Lake Drive
Orlando, FL 32837

ARTICLE V - INITIAL OFFICERS AND DIRECTORS

Director: DAVID R. ANDRADE
13815 Hawk Lake Drive
Orlando, FL 32837

Director: MARK OLSON
148 Chaparral Ravine View SE
Calgary, AB T2X 0A4 CA

ARTICLE VI - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE VII - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VIII - SHARE(S)

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The number of shares of stock of the Corporation shall be Ten Thousand (10,000).

ARTICLE IX - REGISTERED OFFICE AND REGISTERED AGENT'S SIGNATURE

The name and address of the registered agent of this Corporation is:

FERNANDEZ LEGAL
135 W. Central Blvd., Suite 300
Orlando, FL 32801

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.

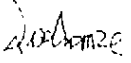
FERNANDEZ LEGAL

By: _____
(Registered Agent's Signature)
Fernandez Legal
Eduardo J. Fernandez, Esq.

ARTICLE X - EFFECTIVE DATE

The effective date of these Articles of Incorporation is July 4, 2023.

INCORPORATOR



David R. Andrade

I submit this document and affirm that the facts stated herein are true and accurate. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in §817.155, F.S.

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