

P06000003335

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

CF-80.00

PICK-UP  WAIT  MAIL

(Business Entity Name)

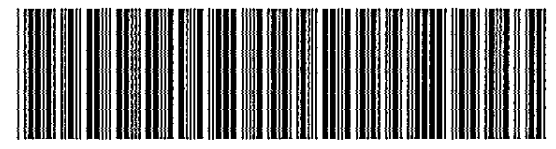
(Document Number)

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

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100062398091

01/05/06--01012--011 \*\*25.00

01/11/06--01006--017 \*\*80.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2006 JAN -6 PH 2: 08

FILED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

06 JAN -5 AM 10: 28

RECEIVED



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 5, 2006

FLORIDA FILING & SEARCH

TALLAHASSEE, FL

SUBJECT: AMERICAN INSTITUTE, INC.  
Ref. Number: W06000000496

2006 JAN -6 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
**FILED**

We have received your document for AMERICAN INSTITUTE, INC. and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$25.00 payment.

THE TOTAL amount required to convert a Florida LLC into a Florida Corp. is \$105.

Please return with an ADDITIONAL \$80.00.

ALSO, please note that the WRONG CONVERSION FORM has been used.

To wind up as a Florida for profit corporation, you must use the "OTHER BUSINESS ENTITY INTO FLORIDA PROFIT CORPORATION" form.

ALSO, the date of the conversion cannot be PRIOR to the date of filing, so you CANNOT HAVE PRIOR EFFECTIVE DATE in your Articles of Incorporation. (Please note that there would be no possible need for a prior effective date since, the LLC was in existence prior to the conversion.)

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr  
Document Specialist

Letter Number: 006A00000758

**FLORIDA FILING & SEARCH SERVICES, INC.**

**P.O. BOX 10662 TALLAHASSEE, FL 32302  
1333 N. DUVAL STREET, TALLAHASSEE, FL 32303  
PHONE: (800) 435-9371; FAX: (866) 860-8395**

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**FILED**  
2006 JAN - 6 PM 2: 08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**DATE:** 01-05-06

**NAME:** AMERICAN ISTITUTE, LLC

**TYPE OF FILING:** CERTIFICATE OF CONVERSION W/ ARTICLES OF INCORPORATION

**COST:** CK FOR \$25 ATTACHED (retained from previous submission)  
ck for \$20 attached for additional fees.

**RETURN:**

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~~ACCOUNT: FCA0000000015~~

~~AUTHORIZATION: ABBIE/PAUL HODGE~~

**RECEIVED**  
06 JAN - 9 AM 10: 39  
TALLAHASSEE, FLORIDA

**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Profit Corporation**

FILED  
2006 JAN -6 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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:

American Institute LLC      204000037762  
(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, sole proprietorship, 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 05/18/2004  
(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:**

American Institute 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 6th day of January, 2005.

Signature:   
(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: Steven W. Stenmark Title: Chief Financial Officer

**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

## Article I. Name

The name of this Florida corporation is:  
American Institute, Inc.

## Article II. Address

The Corporation's mailing address is:  
American Institute, Inc.  
416 East Atlantic Blvd.  
Pompano Beach FL 33060

## Article III. Registered Agent

The name and address of the Corporation's registered agent is:  
Wendy Dezutter  
416 East Atlantic Blvd.  
Pompano Beach FL 33060

## Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:  
Steve Stenmark  
Wendy Dezutter

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

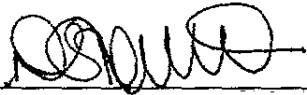
The name and address of the incorporator is:

Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on January 6, 2006.

The undersigned incorporator executed these Articles of Incorporation on January 6, 2006.



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CORPORATE CREATIONS INTERNATIONAL INC.  
Franco E. Cammarata Vice President and Counsel  
by D. Stoutt as attorney-in-fact

Corporate Creations International Inc.  
941 Fourth Street  
Miami Beach FL 33139  
(305) 672-0686

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE

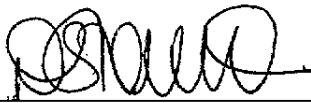
CORPORATION:

American Institute, Inc.

REGISTERED AGENT/OFFICE:

Wendy Dezutter  
416 East Atlantic Blvd.  
Pompano Beach FL 33060

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



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WENDY DEZUTTER

by D. Stoutt as attorney-in-fact

Date: 1/6/2006.

Corporate Creations International Inc.  
941 Fourth Street  
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