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PICK-UP WAIT MAIL

(Business Entity Name)

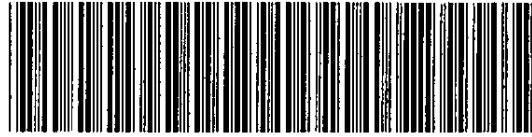
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CARLTON FIELDS

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June 18, 2007

Florida Department of State
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Casencia Group, Inc.

To Whom it May Concern:

Enclosed please find:

1. a Certificate of Conversion for a Limited Liability Company into another Business Entity,
2. the Articles of Incorporation for Casencia Group, Inc. and
3. a check in the amount of \$113.75 made payable to the Florida Department of State representing the appropriate filing fee.

Please make arrangements to have the Certificate of Conversion and Articles of Incorporation filed and return a certified copy to me in the enclosed self-addressed stamped envelope provided for your convenience. Should you have any questions or require any additional information or documentation, please contact me.

Thank you in advance for your attention to this matter.

Sincerely,



Linda C. Frazier

Enclosure

MIA#2624659.1


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CERTIFICATE OF CONVERSION
FOR A LIMITED LIABILITY COMPANY INTO ANOTHER BUSINESS ENTITY
(Pursuant to Florida Statutes §608.4401)

This Certificate of Conversion is submitted to convert a Florida limited liability company into "another business entity" pursuant to Section 608.4401 of the Florida Limited Liability Company Act.

1. The name of the Florida limited liability company converting into "another business entity" is Casencia Group, LLC (the "LLC"). The LLC was formed in the State of Florida on February 3, 2006. *206 0000 18607*
2. The name of the "other business entity" into which the LLC will be converted will be Casencia Group, Inc. (the "Other Entity"). The Other Entity is a Florida corporation to be incorporated pursuant to the Florida Business Corporation Act.
3. The LLC has been converted into the Other Entity in compliance with Section 608.4401 of the Florida Limited Liability Company Act. The conversion complies with such section.
4. A Plan of Conversion entered into between the LLC and the Other Entity was approved by the managers of the LLC in accordance with Section 608.4402 of the Florida Limited Liability Company Act.
5. The conversion of Casencia Group, LLC, a Florida limited liability company, into Casencia Group, Inc., a Florida corporation, shall be effective immediately upon the filing of this Certificate of Conversion and the Articles of Incorporation for the Other Entity.
6. The principal office Other Entity shall be located at 5935 Chapman Field Drive, Miami, Florida 33156.

Date: May 17, 2007

By: 
Name: SETH CASSEL
Title: CEO

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MARIETTA

**ARTICLES OF INCORPORATION
OF
CASENCIA GROUP, INC.**

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is Casencia Group, Inc. Its principal office address and business mailing address is 5935 Chapman Field Drive, Miami, FL 33156.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000,000 shares of common stock, having a par value of \$.01 per share.

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

The street address of the initial registered office of this Corporation shall be c/o Carlton Fields, P.A., 100 S.E. Second Street, Suite 4000, Miami, FL 33131-2114, and the initial registered agent of this corporation at such office shall be Linda C. Frazier, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members. The number of directors may be

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increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than nine. The name and address of the director constituting the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Seth Cassel	5935 Chapman Field Drive Miami, Florida 33156
Michael Plasencia	5935 Chapman Field Drive Miami, Florida 33156


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ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Linda C. Frazier, Esq.	100 SE Second Street Suite 4000 Miami, Florida 33131

Dated: May 17, 2007




Linda C. Frazier, Esq., Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Casencia Group, Inc., at the place designated in the Articles of Incorporation, Linda C. Frazier agrees to act in this capacity and is familiar with, and accepts, the obligations of such position, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated: May 17, 2007



Linda C. Frazier, Esq.

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