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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

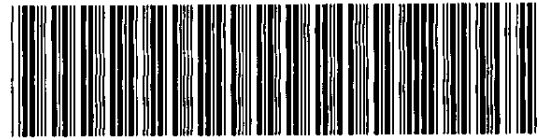
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

B. KOHR

APR 22 2009

EXAMINER



CT
a Wolters Kluwer business

CT
1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

April 22, 2009

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

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09 APR 22 PM 1:15
TALLAHASSEE, FLORIDA

Re: Order #: 7541889 SO
Customer Reference 1: None Given
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

Nan Group Ventures, Inc (FL)
Conversion
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com

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09 APR 22 PM 1:15
TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION
FOR
NAN GROUP VENTURES, LLC (the “Converting Limited Liability Company”)
INTO
NAN GROUP VENTURES, INC. (the “Corporation”)

This Certificate of Conversion and the attached Articles of Incorporation are submitted to convert the Converting Limited Liability Company into a Florida corporation pursuant to §§608.4403 and 607.1115 of the Limited Liability Company Act (the “Act”).


LO8000086934

1. The name of the Converting Limited Liability Company immediately prior to the filing of this Certificate of Conversion is NAN GROUP VENTURES, LLC.
2. The Converting Limited Liability Company is a member-managed limited liability company first organized under the laws of the State of Florida on September 12, 2008.
3. The name of the Florida profit corporation as set forth in the attached Articles of Incorporation is NAN GROUP VENTURES, INC.
4. The Converting Limited Liability Company has converted into a Florida corporation in accordance with Chapter 608, Florida Statutes, and the conversion complies with Chapter 607, Florida Statutes, governing corporations.
5. The Members of the Company have expressly waived their appraisal rights under Sections 608.4351, 608.4352, 608.4353 and 608.4354 of the Act.
6. The Plan of Conversion was approved by all of the members of the Converting Limited Liability Company in accordance with Chapter 608.
7. The principal office address of NAN GROUP VENTURES, INC. shall be One S.E. Third Avenue, Suite 2250, Miami, Florida, 33131.
8. The effective date of this Certificate of Conversion and the accompanying Articles of Incorporation shall be the date of filing.

[Signatures on the following page]

IN WITNESS WHEREOF, the undersigned authorized person has executed this Certificate of Conversion as of the 2nd day of April, 2009.

NAN GROUP VENTURES, LLC

By: 
Name: Nicolas Nannetti
Title: Member

NAN GROUP VENTURES, INC.

By: _____
Name: Andres Nannetti
Title: Incorporator

IN WITNESS WHEREOF, the undersigned authorized person has executed this Certificate of Conversion as of the 2nd day of April, 2009.

NAN GROUP VENTURES, LLC

By: _____
Name: Nicolas Nannetti
Title: Member

NAN GROUP VENTURES, INC.

By: *Andres Nannetti*
Name: Andres Nannetti
Title: Incorporator

ARTICLES OF INCORPORATION
OF
NAN GROUP VENTURES, INC.

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ARTICLE I
Name and Address

The name of the Corporation is Nan Group Ventures, Inc. and the address of its principal office and mailing address is One S.E. Third Avenue, Suite 2250, Miami, Florida, 33131.

ARTICLE II
Purposes

The Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, including any amendments thereto.

ARTICLE III
Registered Agent and Office

The name and address of the registered agent of the Corporation is CT Corporation System, located at 1200 S. Pine Island Road, Plantation, Florida, 33324.

ARTICLE IV
Capital Stock

The Corporation shall have authority to issue a total of one hundred thousand (100,000) common shares (the "Common Stock").

Common Stock

A. Voting Rights. Each holder of record of Common Stock shall be entitled to one vote for each share of Common Stock standing in such holder's name on the books of the Corporation.

B. Dividends. Subject to provisions of law, the holders of Common Stock shall be entitled to receive dividends out of funds legally available therefor at such times and in such amounts as the Board of Directors may determine in its sole discretion.

C. Liquidation. Subject to provisions of law, upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment or provisions for payment of all debts and liabilities of the Corporation, the holders of Common Stock shall be entitled to share ratably in the remaining assets of the Corporation available for distribution.

ARTICLE V
Directors

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two (2) and the names and address of the members of the initial Board of Directors, who shall serve as directors until their successors are duly elected and qualified, are: Nicolas Nannetti, with address at 2000 South Ocean Drive, Apt. 1210, Ft. Lauderdale, Florida, 33316 and Andres Nannetti with address at 2000 South Ocean Drive, Apt. 1210, Ft. Lauderdale, Florida, 33316.

ARTICLE VI
Bylaw Amendment

In furtherance and not in limitation of the powers conferred by the laws of Florida, each of the Board of Directors and the shareholders are both expressly authorized and empowered to make, alter, amend and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the State of Florida or with these Articles of Incorporation. The shareholders of the Corporation may amend or adopt a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE VII
Indemnification

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Florida Business Corporation Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, or (v) for any transaction from which the director or officer derived an improper personal benefit. If the Florida Business Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors or officers, then the liability of the Corporation's directors or officers shall be eliminated or limited to the full extent authorized by the Florida Business Corporation Act, as amended.

The Corporation shall indemnify and shall advance expenses on behalf of its directors, officers and former directors or officers to the fullest extent not prohibited by law in existence either now or hereafter.

Any repeal or modification of this Article shall not adversely affect any right or protection of a director officer of the Corporation existing at the time of such repeal or modification.

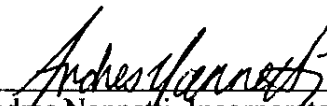
ARTICLE VIII
Amendment

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX
Incorporator

The name of the Incorporator is Andres Nannetti, and the address of the Incorporator is 2000 South Ocean Drive, Apt. 1210, Ft. Lauderdale, Florida, 33316.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 2nd day of April, 2009.

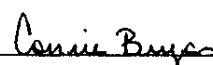


Andres Nannetti, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Nan Group Ventures, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

CT Corporation System

By: 

Connie Bryan
Assistant Secretary