

P 0900UD83313

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

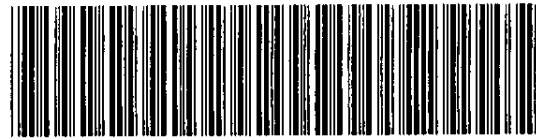
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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10/08/09--01005--015 **113.75

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09 OCT - 8 AM 11:21
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 OCT - 8 AM 9:03

B. KOHR

NOV 25 2009

EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 10/08/09

REF. #: 000409.112747

CORP. NAME: FVS FLORIDA HOLDINGS, LLC

- | | | |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input checked="" type="checkbox"/> CERTIFICATE OF CONVERSION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 532095 FOR \$ 113.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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09 NOV 24 PM 1:30

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
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SECRETARY OF CORPORATIONS
09 OCT -8 AM 9:03

KATIE WONSCH
CORPDIRECT AGENTS
TALLAHASSEE, FL

SUBJECT: FVS FLORIDA HOLDINGS, INC.
Ref. Number: W09000044986

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

We have received your document for FVS FLORIDA HOLDINGS, INC. and your check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$113.75 payment.

The Certificate of Conversion must have two signatures. Both the converting entity and the resulting entity must sign.,

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
Regulatory Specialist II

Letter Number: 109A00032517

CERTIFICATE OF CONVERSION

In accordance with Sections 607.1115 and 608.4403, Florida Statutes, the undersigned Florida limited liability company hereby submits the attached articles of incorporation and this certificate of conversion to convert to a Florida corporation pursuant to Sections 607.1115 and 608.4401, Florida Statutes:

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DIVISION OF CORPORATIONS
2009-11-20 AM 9:03

1. The name of the "Other Business Entity" immediately prior to filing this Certificate of Conversion: **FVS FLORIDA HOLDINGS, LLC** *609000090350*
2. The "Other Business Entity" is a limited liability company organized under the laws of Florida on September 18, 2009.
3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation is: **FVS FLORIDA HOLDINGS, INC.**
4. A plan of conversion was approved by the converting limited liability company, FVS Florida Holdings, LLC, in accordance with Section 608.4402, Florida Statutes.
5. The conversion of FVS Florida Holdings, LLC into FVS Florida Holdings, Inc. (a) shall be effective upon the filing of this Certificate of Conversion with the Florida Department of State, and (b) complies with Chapters 607 and 608, Florida Statutes.
6. The principal office and mailing address of the Florida Profit Corporation "surviving" the conversion is:

14270 Royal Harbor Court
#719
Fort Meyers, Florida 33908

7. FVS Florida Holdings, LLC has agreed to pay any members having appraisal rights the amount to which such members are entitled under Sections 608.4351-608.43595, Florida Statutes.

In accordance with Section 608.408(3), Florida Statutes, the undersigned hereby affirms under penalties of perjury that the facts stated herein are true.

FVS FLORIDA HOLDINGS, LLC

FVS FLORIDA HOLDINGS, INC.

By : *Paulo*
Name: Paulo Miranda
Title: Authorized Representative

By : *Paulo*
Name: Paulo Miranda
Title: Incorporator

Date: November 20, 2009

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**ARTICLES OF INCORPORATION
OF
FVS FLORIDA HOLDINGS, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is FVS Florida Holdings, Inc. (hereinafter called the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

14270 Royal Harbor Court
Suite #719
Fort Meyers, Florida 33908

**ARTICLE III
PURPOSE**

The purpose for which the corporation is organized to transact any lawful business.

**ARTICLE IV
CAPITAL STOCK**

The number of shares of stock that the Corporation is authorized to issue is One Thousand (1,000) shares, \$.01 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office is: 515 East Park Avenue, Tallahassee, Florida 32301. The name of the Corporation's initial registered agent at that office is: CorpDirect Agents, Inc.

ARTICLE VI
INCORPORATOR

The name and street address of the incorporator of the Corporation is: Paulo Miranda, One Southeast Third Ave, 25th Floor, Miami, Florida, 33131.

ARTICLE VII,
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 20th day of November, 2009.



Paulo Miranda
Incorporator

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of FVS FLORIDA HOLDINGS, INC., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and the undersigned is familiar with and accepts the obligations of his position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 24th day of November, 2009.

CORPDIRECT AGENTS, INC.,
as registered agent

By: Katie Wonsch
Name: Katie Wonsch
Title: Assistant Secretary