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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

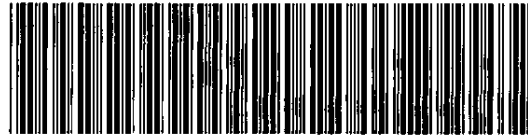
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS
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T. HAMPTON
SEP 18 2010
EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Southern Seaboard Investments, Inc.

Name of Resulting Florida Profit Corporation

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Jeffrey S. Hersh, Esq.

Contact Person

Law Office of Jeffrey S. Hersh, P.A.

Firm/Company

1666 Kennedy Causeway, Suite 412

Address

North Bay Village, FL 33141

City, State and Zip Code

jhersh@hershlaw.net

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

For further information concerning this matter, please call:

Jeffrey S. Hersh

Name of Contact Person

at (305)

Area Code and Daytime Telephone Number

866-1110

Enclosed is a check for the following amount:

- \$105.00 Filing Fees \$113.75 Filing Fees and Certificate of Status \$113.75 Filing Fees and Certified Copy \$122.50 Filing Fees, Certified Copy, and Certificate of Status

STREET ADDRESS:

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

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

1666 KENNEDY CAUSEWAY
SUITE 412
NORTH BAY VILLAGE, FL 33141

PH 305.866.1110
FAX 305.866.1112
JHERSH@HERSHLAW.NET

September 9, 2010

Department of State
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301
(850) 245-6051

**Re: Filing of Certificate of Conversion for Southern Seaboard Investments, LLC
Into Florida Profit Corporation
New Florida Profit Corporation: Southern Seaboard Investments, Inc.
Filing of Articles of Incorporation for Southern Seaboard Investments, Inc.
Our File No. 573.0001**

Dear Division of Corporations:

Enclosed please find the original and one copy of the following for immediate filing:

1. Certificate of Conversion for "Southern Seaboard Investments, LLC" Into Southern Seaboard Investments, Inc.; and
2. Articles of Incorporation for Southern Seaboard Investments, Inc.

We have also enclosed a check in the amount of \$122.50 for the requisite filing, certified copy, and certificate of status fees.

We look forward to receipt of the certified copy of the filing and the Certificate of Status. Thank you in advance for your prompt attention to this matter. If you have any questions, please do not hesitate to contact me.

Very truly yours,



Jeffrey S. Hersh,
For the Firm

JSH:drl
Enclosures
cc: Southern Seaboard Investments, Inc.

Certificate of Conversion

For

"Other Business Entity"

Into

Florida Profit Corporation

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:

Southern Seaboard Investments, LLC

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, 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 July 13, 2010
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:

N/A

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation**:

Southern Seaboard Investments, Inc.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: date of filing.
(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.)

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DIVISION OF CORPORATIONS

Signed this 9 day of September, 20 10.

Required Signature for Florida Profit Corporation:

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: Edward Hayes

Printed Name: Edward Hayes Title: President

Required Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: Edward Hayes
Printed Name: Edward Hayes Title: Managing Member

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

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) |

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ARTICLES OF INCORPORATION
OF
SOUTHERN SEABOARD INVESTMENTS, INC.

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In compliance with Chapter 607 of the Florida Statutes, the undersigned hereby subscribes to, acknowledges, and files the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be SOUTHERN SEABOARD INVESTMENTS, INC.

ARTICLE II

The principal place of business and mailing address of this Corporation is:

1666 Kennedy Causeway, Suite 412
North Bay Village, Florida 33141

with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE III

The purpose for which this Corporation is organized is to engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

| <u>Number of Shares</u> <u>Authorized</u> | <u>Par Value</u> <u>Per Share</u> | <u>Class of</u> <u>Stock</u> |
|--|--------------------------------------|---------------------------------|
| 1000 | \$1.00 | Common |

The consideration for all of the said stock shall be payable in cash, property, real or personal, or labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

Prepared by:
Jeffrey S. Hersh, P.A.
1666 Kennedy Causeway, Suite 412
North Bay Village, Florida 33141
(305) 866-1110

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Articles of Incorporation
Southern Seaboard Investments, Inc.
Page 2 of 4

ARTICLE V

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

The name and address of the first directors and officers of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

DIRECTORS & OFFICERS

Edward Hayes, President and Director, 1980 Sherbrooke West, Suite 905
Montreal, Quebec H3H 1E8 Canada

Mitchell Rosen, Vice-President and Director, 3500 De Maisonneuve West, Suite 1650
Montreal, Quebec H3Z 3C1 Canada

ARTICLE VI

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VII

The initial registered agent for SOUTHERN SEABOARD INVESTMENTS, INC. shall be:

Jeffrey S. Hersh, P.A.
1666 Kennedy Causeway, Suite 412
North Bay Village, Florida 33141

ARTICLE VIII

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

Edward Hayes
1980 Sherbrooke West, Suite 905
Montreal, Quebec H3H 1E8 Canada

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorized any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any event.

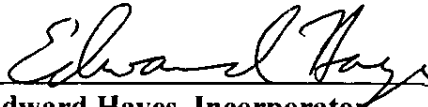
ARTICLE XI

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law either now or hereafter.

ARTICLE XII

These Articles of Incorporation may be amended in any manner provided by law.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 9 day of September, 2010.


Edward Hayes, Incorporator

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ACKNOWLEDGMENT OF REGISTERED AGENT

In compliance with the laws of Florida, the following is submitted:

Having been named the statutory Registered Agent and to accept service of process for the above stated Corporation, at the place designated herein, Jeffrey S. Hersh, P.A. hereby accepts the appointment, acknowledges that he is familiar with and accepts the obligations of such, and agrees to comply with the provisions of the Florida Corporation Act relative to keeping open said office.

DATED this 9 day of September, 2010.

JEFFREY S. HERSH, P.A., as Registered Agent

By: _____

Jeffrey S. Hersh, Esq.

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