

P11000020595

(Requestor's Name)

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☐ PICK-UP

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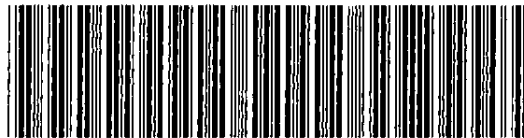
(Business Entity Name)

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B. KOHR
MAR - 2 2011
EXAMINER

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11 MAR - 2 PM 3:35

Spiegel + Utrera
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Sentinel Screening
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- | | | | |
|-----------------------------------|---------------------------------------|---|--|
| ☐ Walk in | ☐ Pick up time | ☒ ASAP | ☐ Certified Copy |
| ☐ Mail out | ☐ Will wait | ☐ Photocopy | ☐ Certificate of Status |

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Conversion from LLC
to Corp.

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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February 28, 2011

SPIEGEL & UTRERA

TALLAHASSEE, FL

SUBJECT: SENTINEL SCREENING INC.
Ref. Number: W11000011311

RECEIVED
11 MAR -2 PM 12:59
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for SENTINEL SCREENING INC. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

In the Second Item on the Certificate of Conversion, June 30, 2009, is listed as being the date that SENTINEL SCREENING LLC was organized.

Our records indicate that the company was organized on December 27, 2006, with an effective date of January 2, 2007.

If our records are correct, then "January 2, 2007" should be the date listed in the Second Item. ALSO, the word "organized" should be used instead of "incorporated" since the entity is a limited liability company.

Please note that we have RETAINED your \$105.00 payment.

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: 911A00004865

**CERTIFICATE OF CONVERSION
FROM
A FLORIDA LIMITED LIABILITY COMPANY
INTO
A FLORIDA CORPORATION**

FILED STATE
SECRETARY OF CORPORATIONS
11 MAR -2 PM 3:35

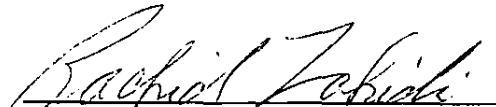
This Certificate of Conversion and attached Articles of Incorporation are submitted to convert the following Florida Limited Liability Company into a Florida Corporation in accordance with s.607.1115, Florida Statutes.

L06000122170

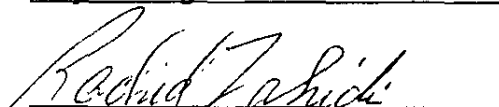
- FIRST:** The name of the Florida Limited Liability Company immediately prior to the filing of this Certificate of Conversion is **SENTINEL SCREENING LLC**
- SECOND:** **SENTINEL SCREENING LLC**, is a Limited Liability Company, first incorporated under the laws of the State of Florida on December 27, 2006, effective January 2, 2007.
- THIRD:** The name of the Florida Corporation as set forth in the attached Articles of Incorporation is **SENTINEL SCREENING INC.**
- FOURTH:** The effective date will be the date of the filing of this document by the Florida Secretary of State.

Signed this 23rd day of February, 2011

Required Signature for Florida Profit Corporation:


Rachid Zahidi, President

Required Signature on behalf of the Florida Limited Liability Company


Rachid Zahidi, Member

ARTICLES OF INCORPORATION
OF
SENTINEL SCREENING INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 MAR -2 PM 3:35

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **SENTINEL SCREENING INC.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 710 Oakfield Drive, Suite 112, Brandon, Florida 33511 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is Rachid Zahidi whose address shall be the same as the principal office of the Corporation.

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Rachid Zahid
Secretary:	Rachid Zahid
Treasurer:	Rachid Zahid

whose mailing addresses shall be the same as the principal office of the Corporation.



SPIEGEL & UTRERA, P.A.
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MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605

ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Rashid Zahidi

whose mailing addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **TEN THOUSAND (10,000)** shares of common stock, each share having the par value of **ONE CENT (\$.01)**.

7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.5 The Board of Director(s) of the Corporation may authorize the issuance *from time to time* of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.



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ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 10 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 11 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.



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ARTICLE 12 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is Spiegel & Utrera, P.A., located at 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145. The name and address of the registered agent of this Corporation is Spiegel & Utrera, P.A., 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145.

ARTICLE 14 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 15 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 16 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



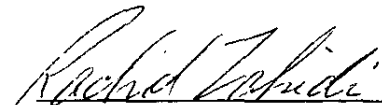
SPIEGEL & UTRERA, P.A.

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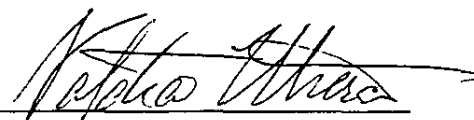
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 23rd day of February, 2011.


Rachid Zahidi, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

Spiegel & Utrera, P.A.

By: 
Natalia Utrera, Vice President



SPIEGEL & UTRERA, P.A.

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