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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies Certificates of Status

Special Instructions to Filing Officer:
CONVERSION

Office Use Only



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

J. SAULSBERRY
EXAMINER
NOV 10 2011

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Sano Seafoods, 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:

Barbara Jean Militello
Contact Person

Barbara Jean Militello MBA, EA
Firm/Company

4101 NE 27th Terrace
Address

Lighthouse Point, FL 33064
City, State and Zip Code

b.militello@comcast.net
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Barbara Jean Militello at (954) 783-9215
Name of Contact Person Area Code and Daytime Telephone Number

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

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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:

Sano Seafoods 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 June 12, 2008
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 which it is now organized, formed or incorporated:

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

Sano Seafoods INC.

Enter Name of Florida Profit Corporation

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

6. The conversion is permitted by the applicable law(s) governing the other business entity and the conversion complies with such law(s) and the requirements of s.607.1115, F.S., in effecting the conversion.

7. The "Other Business Entity" currently exists on the official records of the jurisdiction under which it is currently organized, formed or incorporated.

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TALLAHASSEE, FLORIDA

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Signed this 24 day of October, 2011.

Required Signature for Florida Profit Corporation:

Individual signing affirms that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S.

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

Printed Name: Marcia A. Bemiller Title: Incorporator

Required Signature(s) on behalf of Other Business Entity: Individual(s) signing affirm(s) that the facts stated in this document are true. Any false information constitutes a third degree felony as provided for in s.817.155, F.S. [See below for required signature(s).]

Signature: [Signature]
Printed Name: Marcia A. Bemiller Title: MGR

Signature: [Signature]
Printed Name: Pablo Ovalle Guzman Title: MGR

Signature: [Signature]
Printed Name: Sergio Ovalle Guzman Title: MGR

Signature: [Signature]
Printed Name: Jovino Mackenna Novoa Title: MGR

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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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be: **Sano Seafoods, Inc.**

ARTICLE II PRINCIPAL OFFICE

Principal street address
3421 Aladdin Way
Pompano Beach, FL 33069

Mailing address, if different is:
PO Box 23847
Fort Lauderdale, FL
33307

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:
Sales of Seafood imported from Chile primarily

ARTICLE IV SHARES

The number of shares of stock is: 10

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Pablo Guzman, CEO
Address: LTDA- Health Seafood
Klenner 215
Puerto Varas, Chile

Name and Title: Sergio Guzman, Drotops
Address: LTDA Health Seafood
Klenner 215
Puerto Varas, Chile

Name and Title: Marcy Bemiller, President
Address: PO Box 23847
Fort Lauderdale, FL 33307

Name and Title: _____
Address: _____

Name and Title: Joaine Nawoa, CFO
Address: LTDA- Health Seafood
Klenner 215
Puerto ~~Varas~~ Varas, Chile

Name and Title: _____
Address: _____
Marcy A. Bemiller

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Marcia A. Bemiller
Address: 3421 Aladdin Way
Pompano Beach, FL 33069

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: Marcia A. Bemiller
Address: 3421 Aladdin Way
Pompano Beach, FL 33069

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

[Signature]
Required Signature/Registered Agent

10/24/11
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

[Signature]
Required Signature/Incorporator

10/24/11
Date

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TALLAHASSEE, FLORIDA
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