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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

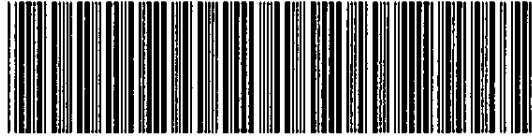
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:
Conversion

Office Use Only



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TALLAHASSEE, FLORIDA

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J. SAULSBERRY
EXAMINER

JUN 1 2012

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: AMERICAN MATERIAL RECYCLING 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:

REYNOLD HERAUX
Contact Person

R&M CONSULTANTS INC.
Firm/Company

10300 SW 72 ST. SUITE 460-10
Address

MIAMI, FLORIDA 33173
City, State and Zip Code

csiconsular@aol.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

REYNOLD HERAUX at (305) 274-9648
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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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:

AMERICAN MATERIAL RECYCLING LLC

Enter Name of Other Business Entity

2. The "Other Business Entity" is a LIMITED LIABILITY CORPORATION
(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 STATE OF FLORIDA
(Enter state, or if a non-U.S. entity, the name of the country)

on 02/11/2010

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:

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

AMERICAN MATERIAL RECYCLING INC.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: 05/21/2012.
(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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Signed this 21 day of MAY, 2012.

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: _____

Printed Name: SAJOUS, STEPHANE P. Title: PRESIDENT AND SECRETARY

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: _____
Printed Name: SAJOUS, STEPHANE P. Title: PS

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

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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)

ARTICLES OF INCORPORATION
OF
AMERICAN MATERIAL RECYCLING INC..

I, the undersigned incorporator of this corporation under chapter 607, Florida Statute, as amended, adopt the following Articles of Incorporation:

ARTICLE I- NAME

The name of the corporation is: **AMERICAN MATERIAL RECYCLING INC.**

ARTICLE II- PURPOSE

The general nature of this business to be conducted by this corporation is:

- 1- To be engaged in trading, sales and promotion of goods
- 2- To employ, hire and appoint corporations, firms and individuals in any and all parts of the world to act as the Board of Directors. May determine agents in such capacity and on such conditions as from time to time.
- 3- To acquire by purchase, lease or other wise, and operate vehicles or equipment of every description.
- 4- To purchase, lease, or otherwise acquire, equip, hold, own, improve, develop, manage, maintain, control, operate, lease, mortgage, create security interests in create liens upon, sell, convey, dispose of and turn to account any and all property, real and personal, improved and unimproved of very kind and description, incidental to, connected or suitable, necessary or convenient for any purpose enumerated herein, including all or parts of properties, assets, business and goodwill of any persons, corporations, or associations.
- 5- To carry on any other business or enterprise which may be carried on or exercised by a corporation organized under 607, Florida Statue, as amended except a banking, safe deposit, trust, insurance surety, express, railroad, canal, telephone, or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.
- 6- To import and export merchandise of all kinds.

ARTICLE III- CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 5,000 shares of common stock having a par value of \$1.00. The board of directors may authorize the issuance of such stock to such persons upon terms and for such considerations, as they may deem appropriate. The consideration may include money or other property which shall be received at

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just valuation to be fixed by the Board of Directors of the corporation. All such stock when issued shall be fully paid for exempt from assessment. Additional shares can be authorized by the Board of Directors.

ARTICLE IV- DURATION

This corporation shall have perpetual existence.

ARTICLE V- PRINCIPAL PLACE OF BUSINESS

The principal office of this corporation shall be: 11513 SW 137 PASSAGE, MIAMI, FL 33186 or other such places as may be designated by the Board of Directors.

ARTICLE VI- DIRECTORS

The initial Board of Directors shall consist of 1 member(s). The number of directors may be increased from time to time by vote of the stockholders, but in no case the number of directors shall be less than one. Said directors shall be of full age and at least one of them to be a citizen of the United States. Any director may be removed without cause at any annual meeting where a quorum is present in person or proxy.

ARTICLE VII- INITIAL OFFICERS

The name and address of the member(s) of the first Board of Directors is/are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
STEPHANE P SAJOUS	President and Secretary	11513 SW 137 PASSAGE MIAMI, FI 33186

ARTICLE VIII- REGISTERED AGENT

The initial registered agent of the corporation to accept service of process within the State of Florida is designated as REYNOLD HERAUX, 10300 SW 72 STREET, SUITE 460-10, MIAMI, FL 33173.

Accepted:



REYNOLD HERAUX

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ARTICLE IX- MANAGEMENT BY STOCKHOLDERS

All corporate power shall be exercised exclusively by or under the authority of the shareholders, and the business and affairs of this corporation shall be managed under the direction of the shareholders. The shareholders shall elect the following officers: a President, a Treasurer, a Secretary, and as many Vice-Presidents, Assistant Treasurer as the shareholders, from time to time, deem advisable, provided that any one or some of said officers may be held by the same person. The annual meeting of the Corporation shall be held on such date as provided by the Bylaws of the corporation, which said Bylaws may be amended at anytime in accordance with their provisions. The incorporators shall manage the business of the corporation until they are issued outstanding shares of stock standing in the name of the shareholders of record.

ARTICLE X- UNANIMOUS CONSENT

The shareholders, by unanimous consent, evidenced by a writing included among the minutes of the corporation, may agree to the doing of any act, and such consent in writing as aforesaid shall have the same force and effect as though a formal meeting had been done and authorized at a meeting at which a quorum had been present.

IN WITNESS WHEREOF, the person(s) named below have hereby executed these articles of incorporation for the uses and purposes therein state on this 4th day of May, 2012.

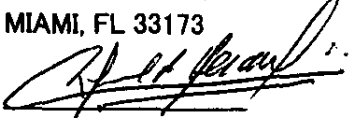


STEPHANE P SAJOUS

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ARTICLE XI -INCORPORATOR

The name and address of the incorporator is:
REYNOLD HERAUX
10300 SW 72 ST, SUITE # 460-10
MIAMI, FL 33173

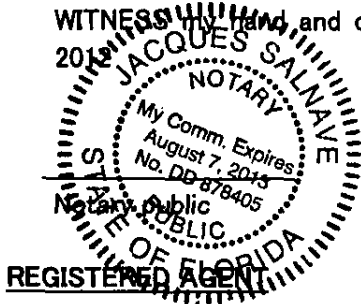


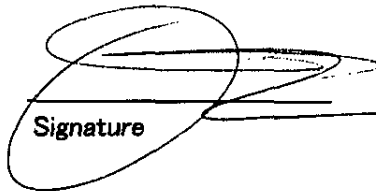
REYNOLD HERAUX

STATE OF FLORIDA
COUNTY OF DADE

I, HEREBY CERTIFY that on this day before me as a NOTARY PUBLIC duly authorized in the State and County named above to take acknowledgements, personally appeared: STEPHANE P SAJOUS to me known to the person(s) described the subscriber to the foregoing Article of Incorporation in and executed the same freely and voluntarily for the uses and purposes therein expressed.

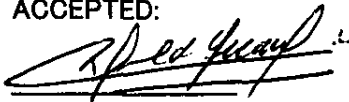
WITNESS my hand and official seal at DADE COUNTY, FLORIDA, this 4th day of May,




Signature

In pursuance of chapter 48.092 Florida Statutes is submitted in compliance with the said act. That AMERICAN MATERIAL RECYCLING INC. desiring to organize under the State of Florida with his principal office as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida has named REYNOLD HERAUX, 10300 SW 72 ST, SUITE # 460-10, Miami, Florida 33173 as its agent to accept service of process within the State.

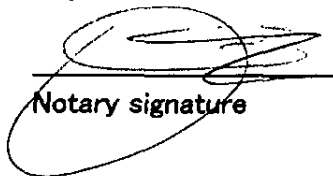
ACCEPTED:

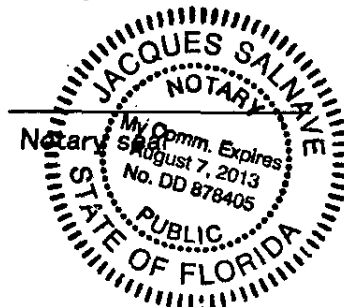

REYNOLD HERAUX

STATE OF FLORIDA
COUNTY OF DADE

I, hereby certify that on this day before me, a Notary Public, dully authorized in the State and County above named, to acknowledge, personally appeared REYNOLD HERAUX to me known to be the person described in and who executed the forgoing Registered Agent Certificate and acknowledge before me that he subscribed to said Certificate.

WITNESS my hand and official seal in the County and State above named this 4th day of May, 2012


Notary signature



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