

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: R&R D INTERNATIONALS, 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:

FRANCISCO J. VILLEGAS
Contact Person

FRANCISCO J. VILLEGAS CPA, P.A.
Firm/Company

100 ALMERIA AVENUE, SUITE 200
Address

CORAL GABLES, FL 33134
City, State and Zip Code

FJVILLEGAS@VILLEGASCPA.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

FRANCISCO J. VILLEGAS at (305) 441-2105
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

FILED
 2012 JUL 19 AM 9:14
 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:

R&R D INTERNATIONALS, 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 22, 2012
Enter date "Other Business Entity" was first organized, formed or incorporated

L12000082802
6-22-12
2012 JUL 19 AM 9:14
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:**

R&R D INTERNATIONALS, INC.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: JUNE 25, 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.

Signed this 25TH day of JUNE, 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: MAURO R. DALTO Title: PRESIDENT/DIRECTOR

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: MAURO R. DALTO Title: PRESIDENT/DIRECTOR

Signature: _____ Title: _____
Printed Name: _____ Title: _____

Signature: _____ Title: _____
Printed Name: _____ Title: _____

Signature: _____ Title: _____
Printed Name: _____ Title: _____

Signature: _____ Title: _____
Printed Name: _____ Title: _____

Signature: _____ Title: _____
Printed Name: _____ Title: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2012 JUL 19 AM 9:14

FILED

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)

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:

R&R D INTERNATIONALS, 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 22, 2012
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:**

R&R D INTERNATIONALS, INC.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: JUNE 25, 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.

2012 JUL 19 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Signed this 25TH day of JUNE, 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: *Mauro R. Dalto*

Printed Name: MAURO R. DALTO Title: PRESIDENT/DIRECTOR

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: *Mauro R. Dalto*
Printed Name: MAURO R. DALTO Title: PRESIDENT/DIRECTOR

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

Signature: _____
Printed Name: _____ Title: _____

2012 JUL 19 AM 9:14
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I NAME

The name of the corporation shall be: **R&R D INTERNATIONALS, INC**

ARTICLE II PRINCIPAL OFFICE

Principal street address
3075 S.W. 28 STREET
MIAMI, FL 33133

Mailing address, if different is:

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

PURCHASE, SALE, AND EXPORT OF AUTO PARTS AND EQUIPMENT; AND OTHER GOODS AND MERCHANDISE AND ANY OTHER LAWFUL BUSINESS.

ARTICLE IV SHARES

The number of shares of stock is: **1,000**

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: MAURO R. DALTO - PRESIDENT/DIRECTOR	Name and Title: _____
Address: 3075 S.W. 28 STREET	Address: _____
MIAMI, FL 33133	_____
_____	_____
Name and Title: _____	Name and Title: _____
Address: _____	Address: _____
_____	_____
Name and Title: _____	Name and Title: _____
Address: _____	Address: _____
_____	_____

ARTICLE VI REGISTERED AGENT

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

Name: _____
Address: 100 ALMERIA AVENUE, SUITE 200
CORAL GABLES, FL 33134

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: MAURO R. DALTO
Address: 3075 S.W. 28 STREET
MIAMI, FL 33133

2012 JUL 19 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

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

Required Signature/Registered Agent 6/25/12
Date

I submit this document and affirm that the facts stated herein are true. I am aware that the 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.

Required Signature/Incorporator 6/25/12
Date