

P14000028967

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

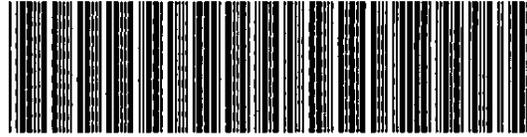
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:  
  
*W/H-16014*

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*W/H*

**COVER LETTER**

**TO:** Charter Section  
Division of Corporations

**SUBJECT:** Opentour Miami

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:

**ALESSANDRO UVA**

Contact Person

**OPENTOUR INC**

Firm/Company

**1270 BROADWAY SUITE 507**

Address

**NEW YORK, NY 10001**

City, State and Zip Code

**alessandro.uva@opentours.com**

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

For further information concerning this matter, please call:

**Alessandro Uva** at ( **212** ) **2229433**

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:**

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

**MAILING ADDRESS:**

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 12, 2014

ALESSANDRO UVA  
1270 BROADWAY SUITE 507  
NEW YORK, NY 1001

SUBJECT: OPENTOUR MIAMI LLC  
Ref. Number: W14000016014

We have received your document for OPENTOUR MIAMI LLC and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by a chairman, vice chairman, director, officer, or an incorporator, if directors or officers have not been selected.

Please make sure to list the complete CITY, STATE and Zip Codes in your document.

Please return the corrected original and one copy of 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) 245-6052.

Valerie Herring  
Regulatory Specialist II  
New Filing Section

Letter Number: 214A00005424

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

2014 MAR 31 PM 1:25

**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:

**"OPENTOUR MIAMI LLC" - L14000012685**

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 **January 23, 2014**

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:**

**OPENTOUR MIAMI INCORPORATED**

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.)

Signed this 21 day of MARCH, 20 14

FLORIDA  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2014 MAR 31 PM 1:25

**Required Signature for Florida Profit Corporation:**

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

Printed Name: ALESSANDRO UVA Title: DIRECTOR

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

Signature: \_\_\_\_\_  
Printed Name: IGOR MATTIO Title: PRESIDENT

Signature: \_\_\_\_\_  
Printed Name: ALESSANDRO UVA Title: DIRECTOR

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)

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2014 MAR 31 PM 1:25

**ARTICLE I NAME** OPENTOUR MIAMI INCORPORATED  
The name of the corporation shall be:

**ARTICLE II PRINCIPAL OFFICE**  
The principal place of business/ mailing address is:

Principal street address

Mailing address, if different is:

1110 BRICKELL AVENUE  
SUITE430, MIAMI FL 33131

1270BROADWAY SUITE507  
NEW YORK, NY 10001

**ARTICLE III PURPOSE**  
The purpose for which the corporation is organized is:  
TO SERVE AS A RECEPTIVE TRAVEL OPERATOR

**ARTICLE IV SHARES** 100  
The number of shares of stock is:

**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

Name and Title: ALESSANDRO UVA  
Address: 1270Broadway suite 507  
New York, NY 10001

Name and Title: DIRECTOR  
Address: \_\_\_\_\_

Name and Title: IGOR MATTIO  
Address: 1270Broadway suite507  
New York, NY 10001

Name and Title: PRESIDENT  
Address: \_\_\_\_\_

Name and Title: \_\_\_\_\_  
Address: \_\_\_\_\_

Name and Title: \_\_\_\_\_  
Address: \_\_\_\_\_

**ARTICLE VI REGISTERED AGENT**

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

Name: ALESSANDRO UVA  
Address: 1110Brickell Avenue  
suite430Miami, FI33131

**ARTICLE VII INCORPORATOR**

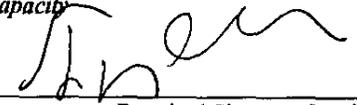
The name and address of the Incorporator is:

Name: IGOR MATTIO  
Address: 1270Broadwaysuite50  
New York,NY 10001

REC. FILED  
CLERK OF SUPREME COURT  
DIVISION OF CORPORATE  
2014 MAR 31 PM 1:25

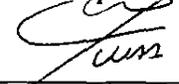
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*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

  
\_\_\_\_\_  
Required Signature/Registered Agent

3/19/2014  
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.*

  
\_\_\_\_\_  
Required Signature/Incorporator

3/19/2014  
Date