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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

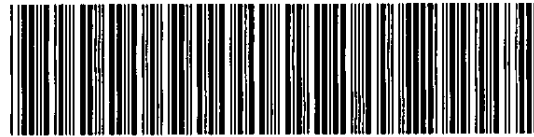
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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06/22/15--01047--024 **105.00

FILED
2015 JUN 22 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUN 26 2015

T. BROWN

COVER LETTER

TO: Charter Section
Division of Corporations

Accredify, Inc.

SUBJECT: _____
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:

David H. Salmon

Contact Person

Salmon Legal Group, P.L.

Firm/Company

1395 Brickell Avenue, Suite 800

Address

Miami, FL 33131

City, State and Zip Code

david@salmonlegal.com

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

For further information concerning this matter, please call:

David H. Salmon

786

508.2020

at ()

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:

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

MAILING ADDRESS:

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

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:
ACCREDITIFY LLC

Enter Name of Other Business Entity
limited liability company

2. The "Other Business Entity" is a _____
(Enter entity type. Example: limited liability company, limited partnership,
general partnership, common law or business trust, etc.)

Florida

first organized, formed or incorporated under the laws of _____
(Enter state, or if a non-U.S. entity, the name of the country)

10/02/2013

on _____
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:

n/a

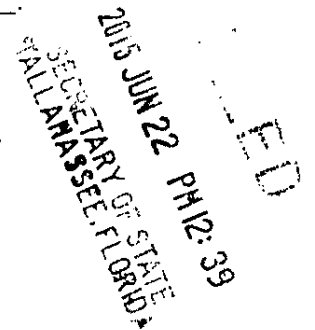
4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation**:
Accredify, Inc.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: n/a

(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.)


Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.



Signed this 17th day of June, 20 15.


Required Signature for Florida Profit Corporation:

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

Incorporator: x 

Printed Name: Herwig Konings Title: Incorporator

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

Signature: 

Adrian E. Alvarez

Managing Member

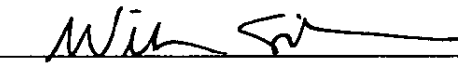
Printed Name: _____ Title: _____

Signature: x 

Herwig G. Konings

Managing Member

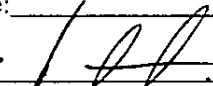
Printed Name: _____ Title: _____

Signature: x 

William Silverman

Managing Member

Printed Name: _____ Title: _____

Signature: x 

Peter Martinez

Managing Member

Printed Name: _____ Title: _____

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)

**ARTICLES OF INCORPORATION
OF
ACCREDIFY, INC.**

FILED
2015 JUN 22 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is Accredify, Inc. (the “**Company**”).

ARTICLE II

The address of the Company’s principal address in the State of Florida is 1395 Brickell Ave., Suite 800, Miami, FL 33131. The name of its registered agent is Salmon Legal Group, P.L., whose address is 1395 Brickell Avenue, Suite 800, Miami, FL 33131.

ARTICLE III

The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV

The aggregate number of shares which the Company shall have authority to issue is 110,000,000 shares of capital stock of which 100,000,000 shall be designated “Common Stock” with a par value of \$0.0001 per share, and 10,000,000 shall be designated “Preferred Stock” with a par value of \$0.0001 per share.

ARTICLE V

The business and affairs of the Company shall be managed by or under the direction of the Board of Directors. Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Company. In furtherance of and not in limitation of the powers conferred by the laws of the state of Florida, the Board of Directors of the Company is expressly authorized to make, amend or repeal Bylaws of the Company.

ARTICLE VI

(A) To the fullest extent permitted by the Florida Business Corporation Act, as the same exists or as may hereafter be amended, a director of the Company shall not be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director.

(B) The Company shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Company or any predecessor of the Company, or serves or served at any

other enterprise as a director or officer at the request of the Company or any predecessor to the Company.

(C) Neither any amendment nor repeal of this Article VI, nor the adoption of any provision of the Company's Second Amended and Restated Articles of Incorporation inconsistent with this Article VI, shall eliminate or reduce the effect of this Article VI in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VI, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE VII

Unless the Company consents in writing to the selection of an alternative forum, the State of Florida shall be the sole and exclusive forum for (A) any derivative action or proceeding brought on behalf of the Company, (B) any action or proceeding asserting a claim of breach of a fiduciary duty owed by any director or officer of the Company to the Company or the Company's stockholders, (C) any action or proceeding asserting a claim against the Company arising pursuant to any provision of the Florida Business Corporation Act or the Company's Second Amended and Restated Articles of Incorporation or Bylaws, or (D) any action or proceeding asserting a claim against the Company governed by the internal affairs doctrine.

ARTICLE VIII

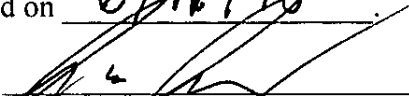
The name and mailing address of the incorporator is as follows:

Herwig Konings
1 Hageman Ln
Princeton, NJ 08540

Executed on

6/17/15

By:


Adrian E. Alvarez, Director, Chairman

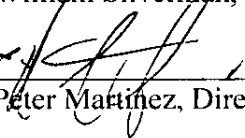
By:


Herwig Konings, Director

By:


William Silverman, Director

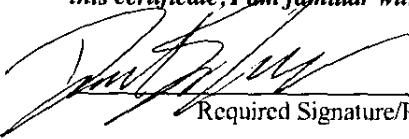
By:


Peter Martinez, Director

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

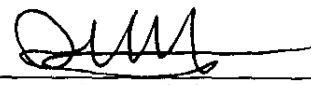
David H. Salmon, Esq.

On behalf of Salmon Legal Group, PL


Required Signature/Registered Agent

6/17/15
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

6/17/15
Date