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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

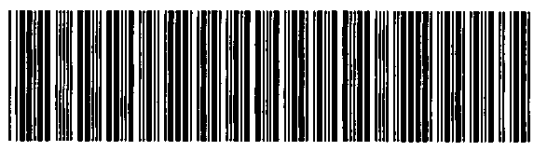
(Business Entity Name)

(Document Number)

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

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**COVER LETTER**

**TO:** Charter Section  
Division of Corporations

**SUBJECT:** Conversion of Metrofeed, LLC to Asset General, 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:

John Tomlinson

Contact Person

Firm/Company

500 NW 62nd Street, Ste 210

Address

Fort Lauderdale, FL 33309

City, State and Zip Code

John@JLTCPA.COM

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

For further information concerning this matter, please call:

John

at ( 954 ) 771 9336

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:

METROFEED, 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 10/08/2012  
Enter date "Other Business Entity" was first organized, formed or incorporated

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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**:

Asset General, Inc.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: October 14, 2015

**(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 14 day of October 14, 2015.

**Required Signature for Florida Profit Corporation:**

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: John L. Tomlinson  
Printed Name: John L. Tomlinson Title: Incorporator

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

Signature: John L. Tomlinson  
Printed Name: John L. Tomlinson Title: Authorized Representative

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

## ARTICLE I - NAME

The name of this corporation is **ASSET GENERAL, Inc.**

## ARTICLE II - PRINCIPAL OFFICE and MAILING ADDRESS

The street address of the initial principal office of this corporation is 500 NW 62<sup>nd</sup> Street, Ste 210, Fort Lauderdale, FL 33309.

The mailing address of the corporation is PO Box 2861, La Jolla, CA 92038

## ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

## ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all-lawful business.

## ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 10,000,000 shares of \$.0001 par value common stock which shall be designated "Common Shares".

## ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

## ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 500 NW 62<sup>nd</sup> Street, Ste 210, Fort Lauderdale, FL 33309 and the name of the initial registered agent of this corporation at this address is John L. Tomlinson.

Prepared by John L. Tomlinson, CPA, PA  
500 NW 62<sup>nd</sup> Street, Ste 210  
Fort Lauderdale, FL 33309

phone 954-771-9336

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OFFICE OF THE CLERK  
STATE OF FLORIDA

ARTICLE VIII - INITIAL BOARD OF DIRECTORS & OFFICER

This corporation shall have 1 director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time as provided in the by-laws. The names and addresses of the of the initial Board of Directors and Officer of this corporation are

<u>Name</u>	<u>Address</u>
Don Senerath, President	500 NW 62 <sup>nd</sup> Street, Ste 210 Fort Lauderdale, FL 33309

ARTICLE IX - INCORPORATORS

The name and address of each person signing these Articles is:

<u>Name</u>	<u>Address</u>
John L. Tomlinson	500 NW 62 <sup>nd</sup> Street, Ste 210 Fort Lauderdale, FL 33309

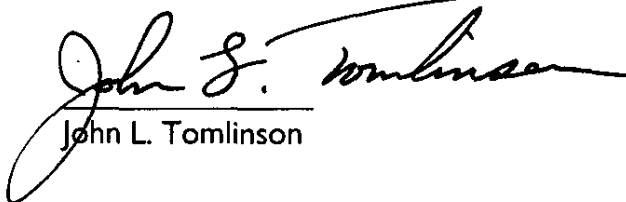
ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by a majority vote of the stockholders at a meeting called therefore.

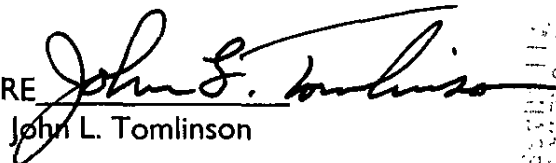
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14th day of October, 2015.

  
John L. Tomlinson

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED.**

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

THAT ASSET GENERAL, Inc. DESIRING TO ORGANIZE OR QUALIFY UNDER  
THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS  
AT CITY OF FORT LAUDERDALE, STATE OF FLORIDA, HAS NAMED **John L.  
Tomlinson 500 NW 62<sup>nd</sup> Street, Ste 210, Fort Lauderdale, FL 33309** AS ITS  
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

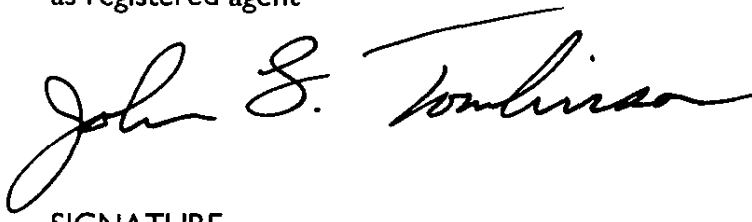
SIGNATURE   
John L. Tomlinson

TITLE Incorporator

DATE October 14, 2015,

15 OCT 16 PM 2:00  
STATE OF FLORIDA  
SECRETARY OF STATE

Having been named as registered agent and to accept service of process for the above  
stated corporation at the place designated in this certificate, I hereby accept the  
appointment as registered agent and agree to act in this capacity. I further agree to  
comply with the provisions of all the statues relating to the proper and complete  
performance of my duties and I am familiar with and accept the obligations of my position  
as registered agent



SIGNATURE  
(Resident Agent)

DATE October 14, 2015