

P070000000492

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

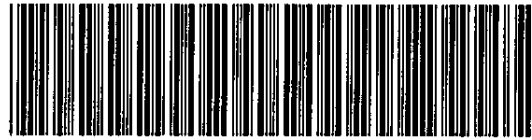
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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800082350228

EFFECTIVE DATE

12/20/06

12/18/06--01054--001 **227.50

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J. BRYAN JAN - 3 2007

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Cirilium Holdings, 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:

Brian J. Schuster
(Contact Person)

Cirilium Holdings, Inc.
(Firm/Company)

101 Plaza Real South, Suite 217
(Address)

Boca Raton, Florida 33432
(City, State and Zip Code)

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For further information concerning this matter, please call:

Brian J. Schuster at (561) 447-7977 extension 04
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|---|---|---|
| <input type="checkbox"/> \$105.00 Filing Fees | <input type="checkbox"/> \$113.75 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$113.75 Filing Fees
and Certified Copy | <input checked="" type="checkbox"/> \$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

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

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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:

Cirilium Holdings, Inc.

504000001189

(Enter Name of Other Business Entity)

EFFECTIVE DATE

12/20/06

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

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

on March 04, 2004
~~February 6, 2004~~
(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:**

Cirilium Holdings, Inc.

(Enter Name of Florida Profit Corporation)

5. If not effective on the date of filing, enter the effective date: December 20, 2006.
(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 day of 15th, 2006.

Signature: _____

(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: Brian J. Schuster

Title: Chairman, President, and CEO

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)

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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: Cirilium Holdings, Inc.

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ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:

101 Plaza Real South, Suite 217, Boca Raton, Florida 33432

EFFECTIVE DATE
12/20/06

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: holding corporation

ARTICLE IV SHARES

The number of shares of stock is: 200,000,000 shares of common stock, par value \$0.001 per share, and 50,000,000 shares of preferred stock, par value \$0.001 per share.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

List name(s), address(es) and specific title(s):

Brian J. Schuster, Chairman, President and Chief Executive Officer
101 Plaza Real South, Suite 217
Boca Raton, Florida 33432

Matthew J. Cohen, Treasurer, Chief Operating Officer and Chief Financial Officer
101 Plaza Real South, Suite 217
Boca Raton, Florida 33432

Dennis G. Ruggeri, Secretary and Executive Vice President
101 Plaza Real South, Suite 217
Boca Raton, Florida 33432

ARTICLE VI REGISTERED AGENT

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

Matthew J. Cohen
101 Plaza Real South, Suite 217
Boca Raton, Florida 33432

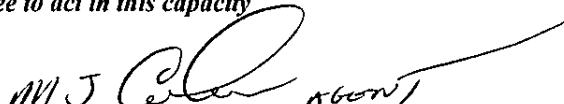
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ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Brian J. Schuster
101 Plaza Real South, Suite 217
Boca Raton, Florida 33432

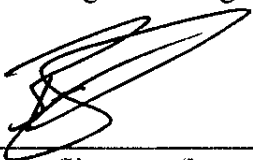
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Signature/Registered Agent

December 15, 2006

Date



Signature/Incorporator

December 15, 2006

Date