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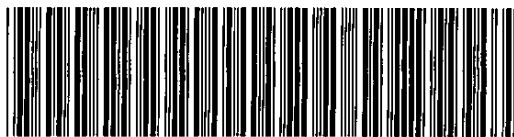
(Business Entity Name)

(Document Number)

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2008 FEB -8 P 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

A. LUNT

FEB 11 2008

EXAMINER



CAMPERO & BECERRA, P.C.

ATTORNEYS AND COUNSELORS

315 Calle Del Norte, Ste. 207 | Laredo, TX. 78041

956.796.0330 | 956.796.0399 FAX

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Eduardo Romero
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January 28, 2008

VIA CERTIFIED MAIL R.R.R. 7006 2760 0002 2987 1988

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

FILED
2008 FEB - 8 P 12: 06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Tooling Specialties, Inc.

Dear Sir(s)/Madame(s):

Enclosed please find a Certificate of Conversion and fees for converting a Florida corporation into an "Other Business Entity" in accordance with Section 607.1113, Florida Statutes.

Please return all correspondence concerning this matter to:

Adolfo Campero, Jr.
Campero & Becerra, P.C.
315 Calle Del Norte, Suite 207
Laredo, Texas 78041

For further information regarding this matter, please call Adolfo Campero, Jr., at (956) 796-0330.

Also enclosed is a check for \$43.75 for filing fees and a certified copy.

Regards,

Adolfo Campero, Jr.

Enclosures

CERTIFICATE OF CONVERSION

FOR FLORIDA CORPORATION INTO TEXAS CORPORATION

I.

Tooling Specialties, Inc., a Florida corporation was established as a corporation on May 17, 2005, under the laws of the State of Florida. It is converting into Global Tooling Specialties, Inc., a Texas corporation. Attached is a true and correct copy of the Articles of Conversion and Certificate of Formation that it has filed with the Texas Secretary of State on January 14, 2008 to effectuate the conversion. The corporation shall retain its federal employment identification number is 68-0607484.

II.

On January 2, 2008, the sole shareholder and board of directors of Tooling Specialties, Inc., unanimously approved the conversion of Tooling Specialties, Inc., a Florida corporation to Global Tooling Specialties, Inc., a Texas corporation. The plan of conversion was unanimously approved and adopted by the sole shareholder and board of directors and an executed version is on file and will be hereafter available for inspection and copying at the corporation's principal place of business located at 5711 McPherson Rd., Suite 110, Laredo, Texas 78041. The foregoing address has been the principal place of business and principal office of the corporation prior to conversion, and will continue to be subsequent to the conversion. The above-referenced Florida Profit Corporation has converted into an "Other Business Entity" in compliance with Chapter 607, Florida Statutes, and the conversion complies with the applicable laws of the State of Texas governing the "Other Business Entity." The Plan of Conversion has been approved as required by the laws of the State of Florida (Chapter 607 of the Florida Statutes), the laws of the State of Texas (Article 5.18 of the Texas Business Corporation Act), and the governing documents of the corporation. Upon written request, a copy of the Plan of Conversion will be furnished by the corporation to any shareholder free of charge.

III.

This conversion was effective under the laws of the State of Texas governing the "Other Business Entity" on January 14, 2008. This conversion shall be effective in Florida on January 14, 2008. The converted corporation will conduct business in the State of Texas under the name Global Tooling Specialties, Inc. The corporation's address is and will continue to be 5711 McPherson Rd., Suite 110, Laredo, Texas 78041. The corporation has and will continue to have three (3) directors: Orlando Acevedo, Virginia Acevedo, and Alma Acevedo. The address for each of the three directors is: 5711 McPherson, Suite 110, Laredo, Texas 78041. The corporation shall engage in all lawful business activity and its duration is perpetual.

IV.

The number of authorized shares is and shall continue to be 100,000 of common stock, no class, and no par value. The number of outstanding of said shares is 1,000, all of which were originally issued and continue to be owned by Orlando Acevedo. There are no other types or classes of shares. The "Other Business Entity" has agreed to pay any shareholders having appraisal rights the amount to which they are entitled under Sections 607-1301-607-1333, Florida Statutes.

V.

The conversion from a Florida corporation to a Texas corporation is authorized under the laws of the State of Florida, more specifically, Sections 607.1112-607.1114, Chapter 607, Title XXXVI of the Florida Statutes. Moreover, the corporation has complied and satisfied all requirements under Florida law to effect this conversion.

VI.

The conversion from a Florida corporation to a Texas corporation is authorized under the laws of the State of Texas, more specifically, under Articles 5.17-5.20 of the Texas Business Corporation Act. Moreover, the corporation has complied and satisfied all requirements under Texas law to effect this conversion.

VII.


The registered agent of the corporation shall be Orlando Acevedo and the registered agent office is located at 5711 McPherson Rd., Suite 110, Laredo, Texas 78041. The "Other Business Entity" hereby appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of the converting Florida profit corporation, including any appraisal of rights of shareholders of the converting Florida profit corporation under Sections 607.1301-607.1333, Florida Statutes. The "Other Business Entity" provides the following street and mailing address of an office, which the Florida Department of State may use for purposes of Section 607.1114(4), Florida Statutes: 5711 McPherson Rd., Suite 110, Laredo, Texas 78041.

VIII.

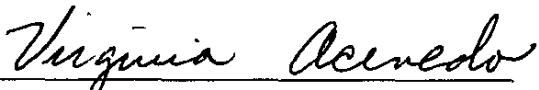
The corporation as the converted entity shall be liable for any and all fees and franchise taxes that are assessed against regardless of whether they are assessed for pre or post-conversion periods of time.

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2008 FEB 28 12:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

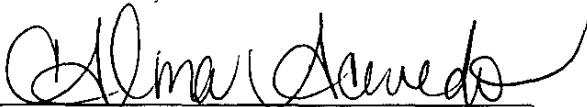
APPROVED AND ACKNOWLEDGED ON THIS 14TH DAY OF JANUARY BY:



ORLANDO ACEVEDO
SOLE SHAREHOLDER, DIRECTOR, PRESIDENT



VIRGINIA ACEVEDO
DIRECTOR, VICE-PRESIDENT AND SECRETARY



ALMA ACEVEDO
DIRECTOR

2008 FEB - 8 P 12: 06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Phil Wilson
Secretary of State

Office of the Secretary of State

CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument for

Tooling Specialties, Inc.

File Number: [Entity not of Record, Filing Number Not Available]

Converting it to

Global Tooling Specialties, Inc.

File Number: 800923505

has been received in this office and has been found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing the acceptance and filing of the conversion on the date shown below.

Dated: 01/14/2008

Effective: 01/14/2008



A handwritten signature in cursive script that reads "Phil Wilson".

Phil Wilson
Secretary of State

The State of Texas



Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697

Phone: 512-936-6618
Fax: 512-936-6618
TTY (800) 735-2989
www.sos.state.tx.us

Office of the Secretary of State

FAX TRANSMITTAL

1/16/08 1:39:06 PM

TO:	Adolfo Campero Jr.	FROM:	Texas Secretary of State - Corp. Division
COMPANY:	Campero & Becerra, P.C.		
FAX:	9567960399	FAX:	(512) 463-5709
PHONE:	9567960330 -	PHONE:	

Notes:

Document Number: 199787150002
Entity Name: Global Tooling Specialties, Inc.
Attached is the certificate evidencing the filing of the above
referenced document. If there is any problem with the transmission,
please call 512-936-6618. The original and any copies will be
mailed per your instructions. Please allow 3 to 7 business days for
receipt.

TOTAL NUMBER OF PAGES INCLUDING THIS COVER SHEET: 2

☒ IF YOU DO NOT RECEIVE ALL PAGES
PLEASE CALL AS SOON AS POSSIBLE ☒

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



Phil Wilson
Secretary of State

Office of the Secretary of State

CERTIFICATE OF FILING OF

Global Tooling Specialties, Inc.
File Number: 800923505

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic For-Profit Corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 01/14/2008

Effective: 01/14/2008



A handwritten signature in black ink, appearing to read "Phil Wilson".

Phil Wilson
Secretary of State

The State of Texas



Corporations Section
P.O. Box 13697
Austin, Texas 78711-3697

Phone: 512-936-6618
Fax: 512-936-6618
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Office of the Secretary of State

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1/16/08 1:39:08 PM

TO:	Adolfo Campero Jr.	FROM:	Texas Secretary of State - Corp. Division
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TOTAL NUMBER OF PAGES INCLUDING THIS COVER SHEET: 2

☒ IF YOU DO NOT RECEIVE ALL PAGES
PLEASE CALL AS SOON AS POSSIBLE ☒

ARTICLES OF CONVERSION

FILED
In the Office of the
Secretary of State of Texas

JAN 14 2008

I.

Corporations Section

Tooling Specialties, Inc., was established as a corporation on May 17, 2005, under the laws of the State of Florida. On September 14, 2006, it submitted a Registration of a Foreign For-Profit Corporation with the Texas Secretary of State and received authorization to conduct business in Texas under the name ToolSpec, Inc. Its federal employment identification number is 68-0607484.

II.

On January 2, 2008, the sole shareholder and board of directors of Tooling Specialties, Inc., unanimously approved the conversion of Tooling Specialties, Inc., a Florida corporation to Global Tooling Specialties, Inc., a Texas corporation. The plan of conversion was unanimously approved and adopted by the sole shareholder and board of directors and an executed version is on file and will be hereafter available for inspection and copying at the corporation's principal place of business located at 5711 McPherson Rd., Suite 110, Laredo, Texas 78041. The foregoing address has been the principal place of business and principal office of the corporation prior to conversion, and will continue to be subsequent to the conversion. The Plan of Conversion has been approved as required by the laws of the State of Florida and the governing documents. Upon written request, a copy of the plan of conversion will be furnished by the corporation to any shareholder free of charge.

III.

The converted corporation will conduct business in the State of Texas under the name Global Tooling Specialties, Inc. The corporation's address is and will continue to be 5711 McPherson Rd., Suite 110, Laredo, Texas 78041. The corporation has and will continue to have three (3) directors: Orlando Acevedo, Virginia Acevedo, and Alma Acevedo. The address for each of the three directors is: 5711 McPherson, Suite 110, Laredo, Texas 78041. The corporation shall engage in all lawful business activity and its duration is perpetual.

IV.

The number of authorized shares is and shall continue to be 100,000 of common stock, no class, and no par value. The number of outstanding of said shares is 1,000, all of which were originally issued and continue to be owned by Orlando Acevedo. There are no other types or classes of shares.

V.

The conversion from a Florida corporation to a Texas corporation is authorized under the laws of the State of Florida, more specifically, Sections 607.1112-607.1114, Chapter 607, Title XXXVI of the Florida Statutes. Moreover, the corporation has complied and satisfied all requirements under Florida law to effect this conversion.

VI.

The conversion from a Florida corporation to a Texas corporation is authorized under the laws of the State of Texas, more specifically, under Articles 5.17-5.20 of the Texas Business Corporation Act. Moreover, the corporation has complied and satisfied all requirements under Texas law to effect this conversion.

VII.

The registered agent of the corporation shall be Orlando Acevedo and the registered agent office is located at 5711 McPherson Rd., Suite 110, Laredo, Texas 78041.

VIII.

The corporation as the converted entity shall be liable for any and all fees and franchise taxes that are assessed against regardless of whether they are assessed for pre or post-conversion periods of time.

APPROVED AND ACKNOWLEDGED ON THIS 8TH DAY OF JANUARY BY:



ORLANDO ACEVEDO
SOLE SHAREHOLDER, DIRECTOR, PRESIDENT



VIRGINIA ACEVEDO
DIRECTOR, VICE-PRESIDENT AND SECRETARY



ALMA ACEVEDO
DIRECTOR

Form 201
(Revised 1/06)

Return in duplicate to:
 Secretary of State
 P.O. Box 13697
 Austin, TX 78711-3697
 512 463-5555
 FAX: 512/463-5709
 Filing Fee: \$300


**Certificate of Formation
 For-profit Corporation**

This space reserved for office use.

FILED
 In the Office of the
 Secretary of State of Texas
JAN 14 2008
Corporations Section

The filing entity being formed is a for-profit corporation. The name of the entity is:

Global Tooling Specialties, Inc.

The name must contain the word "corporation," "company," "incorporated," "limited" or an abbreviation of one of these terms.

☐ A. The initial registered agent is an organization (cannot be entity named above) by the name of:

OR

☒ B. The initial registered agent is an individual resident of the state whose name is set forth below:

Orlando

Acevedo

First Name

M.I.

Last Name

Suffix

C. The business address of the registered agent and the registered office address is:

5711 McPherson Rd., Suite 110

Laredo

TX

78041

Street Address

City

State

Zip Code

The number of directors constituting the initial board of directors and the names and addresses of the person or persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are as follows:

Director 1				
<u>Orlando</u>		<u>Acevedo</u>		
First Name	M.I.	Last Name	Suffix	
<u>5711 McPherson Rd., Suite 110</u>	<u>Laredo</u>	<u>TX</u>	<u>78041</u>	<u>USA</u>
Street or Mailing Address	City	State	Zip Code	Country

Director 2				
Virginia		Acevedo		
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>	
5711 McPherson Rd., Suite 110	Laredo	TX	78041	USA
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>	<i>Country</i>

Director 3				
Alma		Acevedo		
<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>	
5711 McPherson Rd., Suite 110	Laredo	TX	78041	USA
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>	<i>Country</i>

(Provide the number of shares in the space below each corporation's name.)

The total number of shares the corporation is authorized to issue is: 100,000

☐ A. The par value of each of the authorized shares is: _____

OR

☒ B. The shares shall have no par value.

If the shares are to be divided into classes, you must set forth the designation of each class, the number of shares of each class, the par value (or statement of no par value), and the preferences, limitations, and relative rights of each class in the space provided for supplemental information on this form.

The purpose for which the corporation is formed is for the transaction of any and all lawful business for which a for-profit corporation may be organized under the Texas Business Organizations Code.

Text Area: [The attached addendum, if any, is incorporated herein by reference.]

This corporation is a converted entity, from a Florida corporation to a Texas corporation, pursuant to a plan of conversion. More specifically, it went from Tooling Specialties, Inc., a Florida corporation, established on May 17, 2005, under the laws of the State of Florida, to Global Tooling Specialties, Inc., a Texas corporation. The address of the corporation prior to and after the conversion is the same: 5711 McPherson Rd., Suite 110, Laredo, Texas 78401. On September 14, 2006, it filed for and received a certificate of authority to conduct business in Texas under the name ToolSpec, Inc.

The name and address of the organizer:

Adolfo Campero, jr.

Name

315 Calle Del Norte, Suite 207

Laredo

TX

78041

Street or Mailing Address

City

State

Zip Code

- A. ☒ This document becomes effective when the document is filed by the secretary of state.
- B. ☐ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____
- C. ☐ This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90th day after the date of signing is: _____
- The following event or fact will cause the document to take effect in the manner described below:
- _____
- _____

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: January 15, 2008



Signature of organizer