

PO6000057226

(Requestor's Name)

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(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

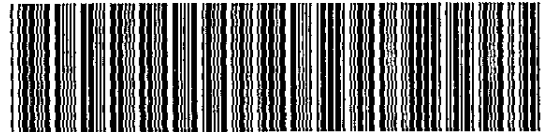
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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 6, 2006

AXEL HEYDASCH  
100 NORTH BISCAYNE BLVD., STE 2100  
MIAMI, FL 33132

SUBJECT: CHRISTA, INC.  
Ref. Number: W06000016487

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DIVISION OF CORPORATIONS

We have received your document for CHRISTA, INC. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date of the conversion cannot be prior to the date of filing nor more than 90 days after the date of filing and must be the same as the effective date listed in the Florida Articles of Incorporation, if any.

*Effective Date left blank*

We received your document on 4/4/06.,

Please return 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) 245-6984.

Deborah Bruce  
Document Specialist

Letter Number: 106A00023453



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 13, 2006

AXEL HEYDASCH  
100 NORTH BISCAYNE BLVD., STE 2100  
MIAMI, FL 33132

SUBJECT: CHRISTA, INC.  
Ref. Number: W06000016487

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Please accept our apology for failing to mention this in our previous letter.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return 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) 245-6984.

Deborah Bruce  
Document Specialist

Letter Number: 806A00025255

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Christa, ~~INC.~~ CONSULTING, 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:

Axel Heydasch  
(Contact Person)

Axel Heydasch, P.A.  
(Firm/Company)

100 North Biscayne Blvd., Suite 2100  
(Address)

Miami, Florida 33132  
(City, State and Zip Code)

For further information concerning this matter, please call:

Axel Heydasch at ( 305 ) 358-8400  
(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:**

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

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**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:

Christa's LLC LD0000023432  
(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, sole proprietorship, 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 March 3, 2006  
(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**:

Christa's Consulting, Inc.  
(Enter Name of Florida Profit Corporation)

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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 30 day of March, 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: Axel Heydasch Title: Incorporator

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**  
**CHRISTA CONSULTING, INC.**

The undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**  
**Name**

The name of this corporation shall be:

**CHRISTA CONSULTING, INC.**

The principal office and mailing address of this corporation shall be:

**21 Edgewater Drive, Apt. 105  
Miami, Florida 33133**

**ARTICLE II**  
**Existence of Corporation**

The corporation shall have perpetual existence.

**ARTICLE III**  
**Purposes**

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE IV**  
**General Powers**

The corporation shall have power:

- (a) To sue and be sued, complain, and defend in its corporate name.
- (b) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it.
- (c) To purchase, receive lease, or otherwise acquire, own hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located.
- (d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.

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(e) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833, Florida Statutes.

(f) To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity.

(g) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property franchises, and income and make contracts of guaranty or suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion or attainment of the business of the contracting corporation.

(h) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment.

(i) To conduct its business, locate offices, and exercise the powers granted by law within or without this state.

(j) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend the money and credit.

(k) To make and amend bylaws, not inconsistent with its Articles of Incorporation and the laws of the State of Florida, for managing the business and regulation of the affairs of the corporation.

(l) To make donations for the public welfare or the charitable, scientific, or educational purposes.

(m) To transact any lawful business that will aid governmental policy.

(n) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, partner member, associate, or manager of any corporation, partner, joint venture, trust, or other entity.

## ARTICLE V

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### **Capital Stock**

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be one thousand (1,000), all of which shares are of the same class and are designated "Common Shares"; the par value of each such is ten cents (\$0.10). Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

### **ARTICLE VI Indemnification of Officers and Directors**

The corporation does hereby indemnify each of the Officers and Directors for any of their conduct on behalf of or related to their duties as officers or directors of the corporation and holds them harmless for any acts on behalf of or in connection with their services for the corporation.

### **ARTICLE VII Affiliated Transactions**

The corporation expressly elects, pursuant to section 607.0901(5)(a) of the Florida Statutes, not to be governed by the rules pertaining to affiliated transactions contained in Section 607.091, Florida statutes.

### **ARTICLE VIII Registered Office and Registered Agent**

The street address of the corporation's initial registered office is 100 North Biscayne Blvd., Suite 2100, Miami, Florida 33132 and the name of the corporation's initial registered agent at such address is Axel Heydasch. The corporation may change its registered office or its registered agent or both by filing with the Department of State of Florida a Statement complying with Section 607.0502, Florida Statutes.

### **ARTICLE IX Initial Board of Directors**

The number of directors constituting the initial Board of Directors shall be: One (1), and the name and address of said Director is as follows:

| <b><u>Name</u></b>      | <b><u>Address</u></b>  |
|-------------------------|--|
| <b>Christa H. Green</b> | <b>21 Edgewater Drive, Apt. 105<br/>Miami, Florida 33133</b> |

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**ARTICLE X**  
**Initial Officers**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are duly elected or appointed are:

| <u>Name</u>                  | <u>Address</u>                                       |
|------------------------------|--|
| President - Christa H. Green | 21 Edgewater Drive, Apt. 105<br>Miami, Florida 33133 |

**ARTICLE XI**  
**Incorporator**

The name and address of the incorporator of this corporation is as follows:

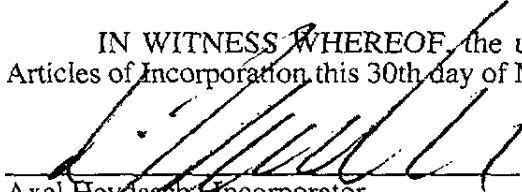
Axel Heydasch  
100 North Biscayne Blvd., Suite 2100  
Miami, Florida 33132

**ARTICLE XII**  
**Amendment of Articles of Incorporation**

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these amended Articles of Incorporation this 30th day of March, 2006.

  
Axel Heydasch, Incorporator

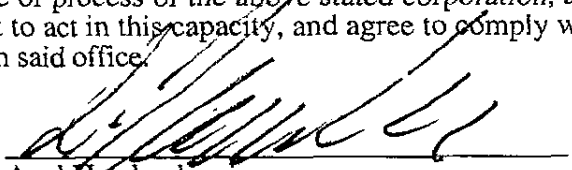
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHICH  
PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

THAT **CHRISTA CONSULTING, INC.**, desiring to organize under the laws of the State of Florida with its principal office located, as indicated in the Articles of Incorporation, at 21 Edgewater Drive, Apt. 108, Miami, Florida 33133, has named Axel Heydasch, located at 100 North Biscayne Blvd., Suite 2100, Miami, Florida 33132 as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT**

Having been named to accept service of process of the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
Axel Heydasch

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