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2006 MAY 22 P 1:42

SECRETARY OF STATE
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Specialty Allocations, 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:

David A. Yergey, Jr.

(Contact Person)

Yergey and Yergey, P.A.

(Firm/Company)

211 N. Magnolia Avenue

(Address)

Orlando, Florida 32801

(City, State and Zip Code)

For further information concerning this matter, please call:

David A. Yergey, Jr.

(Name of Contact Person)

at (407) 843-0430

(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

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Specialty Allocations, 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, 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 April 24, 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:

Specialty Allocations, LLC, now and has always been organized, formed and operated under in the State of Florida.

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

Specialty Allocations, 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 14 day of May, 20 06.

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

Printed Name: Michele Earnsey Title: CFO

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
SPECIALTY ALLOCATIONS, INC.

ARTICLE I

The name of the corporation shall be:

SPECIALTY ALLOCATIONS, INC.

ARTICLE II

This corporation shall have perpetual existence unless dissolved according to law.

ARTICLE III

PURPOSE. The general nature and purpose of the corporation and the purposes proposed to be transacted, promoted and carried out are as follows:

A. Transacting any or all lawful business for which corporations may be incorporated under Florida Statute.

B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the accomplishment of the corporation purposes.

C. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objectives or the furthermore of any of the purposes enumerated in these Articles of Incorporation or any amendment hereof necessary and incidental to the protection and benefit of the corporation, and in general, either alone or in association with other corporations, firms, or individuals to carry on any lawful manner, pursuit necessary or incidental to the accomplishment of the purposes or objects of this corporation.

D. The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation and it is hereby expressly provided that the foregoing enumeration of

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specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE IV

The principal place of business and mailing address of this corporation shall be 5703 Red Bug Lake Road #109, Winter Springs, Florida 32708.

ARTICLE V

CAPITAL STOCK. The corporation is authorized to issue 1000 shares of capital stock at a par value of \$.01 per share. The same is to be designated as "Common Shares".

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of the corporation is 5703 Red Bug Lake Road #109, Winter Springs, Florida 32708. The name of the initial registered agent for the Service of Process is Michele Earney. The registered agent of the corporation may be changed at anytime without an amendment of these Articles.

ARTICLE VII

INCORPORATORS

The name and street addresses of the person(s) signing these Articles is:

Michele Earney
5703 Red Bug Lake Road #109
Winter Springs, Florida 32708

Marilyn Litwin
5703 Red Bug Lake Road #109
Winter Springs, Florida 32708

ARTICLE VIII

The business and affairs of the corporation shall be managed by a Board of one or more Directors. The number and composition of which Board shall from time to time be established by the Board of Directors.

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These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by stockholders, and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that the Articles of Incorporation be amended.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 16th day of May, 2006.

Michele Earney (Seal)
MICHELE EARNEY

Marilyn Litwin (Seal)
MARILYN LITWIN

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this 16th day of May, 2006, before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, this day personally appeared MICHELE EARNEY and MARILYN LITWIN who is/are (a) personally known to me or (b) who has produced Michele Earney and Marilyn Litwin as identification and who did/did not take an oath, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that they executed the above and foregoing Articles of Incorporation for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Orlando, Orange County, Florida, the day and year aforesaid.



[Signature]
Notary Public
My Commission Expires:



ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

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


Michele Earney
Registered Agent

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TALLAHASSEE, FLORIDA