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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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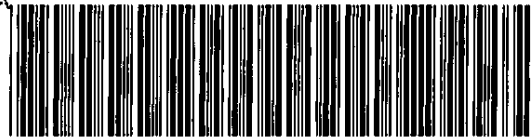
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**David I. Beckett  
3600 FAU Blvd., Suite 101  
Boca Raton, FL 33431**

**FILED**  
2006 JUN -6 P 4:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

June 1, 2006

Florida Department of State  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Subject: ECOACHING TECHNOLOGY, INC.**

The enclosed two copies of (a) the Certificate of Conversion and (b) the Articles of Incorporation, together with the related fees, are submitted to convert ECOACHING TECHNOLOGY, LLC, a Florida limited liability company, into ECOACHING TECHNOLOGY, INC., a Florida profit corporation, in accordance with Sections 607.1115 and 608.4401, Florida Statutes.

**Please return all correspondence to:**

**Mark DiMare  
732 Cable Beach Lane  
North Palm Beach, FL 33410**

For further information concerning this matter, please call David Beckett at (307) 690-1554.

Enclosed is a check \$122.50 TO THE Florida Department of State, for the requisite filing fees, certified copies and Certificate of Status.

If you have any questions, please contact me at (307) 690-1554. Thank you.

Sincerely,

David I. Beckett

## CERTIFICATE OF CONVERSION

In accordance with Sections 607.1115 and 608.4401, Florida Statutes, the undersigned Florida limited liability company hereby submits the attached articles of incorporation and this certificate of conversion to convert to a Florida corporation pursuant to Sections 607.1115 and 608.4401, Florida Statutes:

1. The name of the "Other Business Entity" immediately prior to filing this Certificate of Conversion: **ECOACHING TECHNOLOGY, LLC.**
2. The "Other Business Entity" is a limited liability company organized under the laws of Florida on October 7, 2004.
3. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation is: **ECOACHING TECHNOLOGY, INC.**
4. A plan of conversion was approved by the converting limited liability company, ECOACHING TECHNOLOGY, LLC, in accordance with Section 608.4402, Florida Statutes.
5. The conversion of ECOACHING TECHNOLOGY, LLC into ECOACHING TECHNOLOGY, INC. shall be effective upon the filing of this Certificate of Conversion with the Florida Department of State.
6. The principal office of the Florida Profit Corporation "surviving" the conversion is:

**ECOACHING TECHNOLOGY, INC.**  
732 Cable Beach Lane, North Palm Beach, Florida 33410

7. The mailing address of the Florida Profit Corporation "surviving" the conversion is:

**ECOACHING TECHNOLOGY, INC.**  
P.O. Box 31118  
Palm Beach Gardens, Florida 33420

In accordance with Section 608.408(3), Florida Statutes, the undersigned hereby affirms under penalties of perjury that the facts stated herein are true.

**ECOACHING TECHNOLOGY, LLC**

By Mark DiMare  
Name: Mark DiMare  
Title: Manager

Date: May 30, 2006

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
ECOACHING TECHNOLOGY, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the Corporation is **ECOACHING TECHNOLOGY, INC.**

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Corporation is: 732 Cable Beach Lane, North Palm Beach, Florida 33410. The mailing address of the Corporation is P.O. Box 31118, Palm Beach Gardens, Florida 33420.

**ARTICLE III  
CAPITAL STOCK**

The total number of shares which this Corporation is authorized to issue is fifty million (50,000,000) shares, of which forty-five million (45,000,000) shares shall be common stock, par value \$0.001 per share (the "Common Stock"), and five million (5,000,000) shares shall be preferred stock, par value \$0.001 per share (the "Preferred Stock"). The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the full value of the shares.

1. **Preferred Stock.** The Preferred Stock shall be issued in one or more series. The Board of Directors of the Corporation is hereby expressly authorized to issue the shares of Preferred Stock in such series and to fix from time to time before issuance the number of shares to be included in any series and the designation, relative rights, preferences and limitations of all shares of such series. The authority of the Board of Directors with respect to each series shall include, without limitation thereto, the determination of any or all of the following, and the shares of each series may vary from the shares of any other series in the following respects:

(a) the number of shares constituting such series and the designation thereof to distinguish the shares of such series from the shares of all other series;

(b) the annual dividend rate on the shares of that series and whether such dividends shall be cumulative and, if cumulative, the date from which dividends shall accumulate;

(c) the redemption price or prices for the particular series, if redeemable, and the terms and conditions of such redemption;

(d) the preference, if any, of shares of such series in the event of any voluntary or involuntary liquidation, dissolution or winding-up of the Corporation;

(e) the voting rights, if any, in addition to the voting rights prescribed by law and the terms of exercise of such voting rights;

(f) the right, if any, of shares of such series to be converted into shares of any other series or class and the terms and conditions of such conversion; and

(g) any other relative rights, preferences and limitations of that series.

2. Common Stock. Subject to the requirements of law, these Articles of Incorporation, as amended from time to time, and the resolution or resolutions of the Board of Directors creating or amending any series of the Preferred Stock, the holders of Common Stock shall (i) in the event of any liquidation, dissolution or other winding up of the Corporation, whether voluntary or involuntary, and after all holders of the Preferred Stock shall have been paid in full the amounts to which they respectively shall be entitled, be entitled to receive all the remaining assets of the Corporation of whatever kind, such assets to be distributed pro rata to the holders of the Common Stock; and (ii) after payment in full of all dividends to which holders of the Preferred Stock shall be entitled, be entitled to receive such dividends as and when the same may be declared from time to time by the Board of Directors out of funds legally available therefor. Except as otherwise required by law and the provisions of these Articles of Incorporation and except as provided by the resolution or resolutions of the Board of Directors creating or amending any series of Preferred Stock, the holders of Common Stock possess full voting power for the election of directors and for all other purposes, and each holder thereof shall be entitled to one vote for each share held of record by such holder on all matters on which shareholders generally are entitled to vote.

**ARTICLE IV**  
**REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is: 732 Cable Beach Lane, North Palm Beach, Florida 33410. The name of the Corporation's registered agent at that office is Mark DiMare.

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TALLAHASSEE, FLORIDA

**ARTICLE V**  
**INCORPORATOR**

The name and street of the incorporator of the corporation is: Mark DiMare, 732 Cable Beach Lane, North Palm Beach, Florida 33410.

**ARTICLE VI**  
**INDEMNIFICATION**

To the maximum extent permitted by the Florida Law, the Corporation shall:

(a) indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of the Corporation), by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(b) indemnify any person who was or is a party to any proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof.

Expenses incurred by an officer or director in defending a civil or criminal proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding

upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation. **FILED**

The indemnification and advancement of expenses provided pursuant to this Article are not exclusive, and a Corporation may make any other or further indemnification or advancement of expenses of any of its directors, officers, employees, or agents, under any bylaw, agreement vote of shareholders or disinterested directors, or otherwise both as to action in his or her official capacity and as to action in another capacity while holding such office. **2006 JUN 17 P 4:03**  
**CLERK OF STATE**  
**FLORIDA**

{Signatures on following page}

IN WITNESS WHEREOF, the undersigned has executed these Articles of  
Incorporation this 30 day of May, 2006.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Mark DiMare  
Mark DiMare, Incorporator



**ACCEPTANCE BY REGISTERED AGENT**

FILED

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of ECAOCHING TECHNOLOGY, INC., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the designated registered office, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 30 day of May, 2006.

Mark DiMare  
Mark DiMare