

PO60000 99599

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

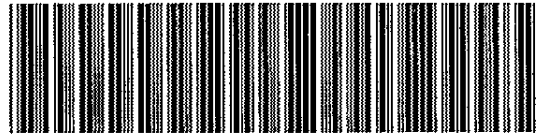
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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06 JUL 31 AM 11:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

PO60000099599

ACCOUNT NO. : 072100000032

REFERENCE : 276186 81030A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 31, 2006

ORDER TIME : 10:05 AM

ORDER NO. : 276186-010

CUSTOMER NO: 81030A

Plan file Inc.

DOMESTIC AMENDMENT FILING

NAME: CDK CONSULTING, LLC

EFFECTIVE DATE:

XX ARTICLES OF CONVERSION
XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER'S INITIALS: -

FILED
06 JUL 31 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

FILED
06 JUL 31 AM 11:25
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:

CDK Consulting, LLC C060000070713
(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 1/20/2006 1/20/06
(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:**

Cerity Solutions, Inc.
(Enter Name of Florida Profit Corporation)

5. If not effective on the date of filing, enter the effective date: 7/3/2006.
(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 27th day of July, 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: Darren Mace Title: Principal Owner

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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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CERITY SOLUTIONS, INC.

ARTICLE I: The name of this corporation is CERITY SOLUTIONS, INC.

ARTICLE II: This corporation shall have perpetual existence.

ARTICLE III: This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States or the State of Florida.

ARTICLE IV: The maximum number and class of shares of capital stock which this corporation is authorized to have outstanding is One hundred (100) shares of common capital stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V: The initial principal office of this corporation shall be at 4905 Belfort Road, Ste. 110, Jacksonville, FL 32256, and the name of the corporation's initial registered agent is Robert B. Persons, Jr., at 2215 South Third Street, Suite 101, Jacksonville Beach, Florida 32250.

ARTICLE VI: Initially, this corporation shall have no more than five (5) members on the Board of Directors, and the corporation shall have the authority to operate with not less than one member on the Board of Directors. The following are the names and addresses of the initial members of the Board of Directors:

Darren S. Mace
48 Jackson Avenue
Ponte Vedra Beach, FL 32082

Darian M. Massey, Sr.
6906 Ariel Drive
Jacksonville, FL 32277

Christopher Lee Wenzell
2752 Apollo Court
Middleburg, FL 32068

Kerry Flanagan
1031 Bellamy Road
Melrose, FL 32666

ARTICLE VII: The name and street address of the person signing these Articles of Incorporation as subscriber and incorporator are as follows:

Darren S. Mace
48 Jackson Avenue
Ponte Vedra Beach, FL 32082

ARTICLE VIII: The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX: The Directors of this corporation may take action by written consent, as provided by law.

ARTICLE X: The Board of Directors is authorized, with the approval of the Shareholders, to issue "Section 1244 Stock" as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time-to-time.

ARTICLE XI: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders' 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 a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, being the original subscriber hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, does make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and, accordingly, has hereunto set his hand and seal this 28th day of July, 2006.



DARREN S. MACE (SEAL)

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me by DARREN S. MACE, who is personally known to me and acknowledged to and before me that he signed the foregoing Articles of Incorporation freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal in the County and State
aforesaid, this 28th day of July, 2006.

NOTARY PUBLIC



A handwritten signature in black ink, appearing to read "Barbara J. Law", written over a horizontal line.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
AND ACCEPTANCE AND ACKNOWLEDGMENT

IN COMPLIANCE WITH SECTION 48-091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, that CERITY SOLUTIONS, INC., desiring to organize or qualify under the Laws of the State of Florida as a corporation, with its principal place of business at 4905 Belfort Road, Ste. 110, Jacksonville, County of Duval, State of Florida, as indicated in the Articles of Incorporation, has named Robert B. Persons, Jr., Esquire, located at 2215 South Third Street, Suite 101, Jacksonville Beach, Florida 32250, as its agent to accept service of process within the State of Florida.

Dated: July 28, 2006.


DARREN S. MACE

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation at the place designated in the Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes and acts relative to keeping open said office and with all provisions of all statutes and acts relative to the proper and complete performance of my duties.

Dated: July 28, 2006.


ROBERT B. PERSONS, JR., ESQ.

Affadavit

Cerity Solutions, Inc

Document # P06000084068

To Whom it may concern:

I will not revoke the dissolution of Cerity Solutions, Inc. I release the name for use by the new corporation.

Thank you,



Darren Mace
Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA