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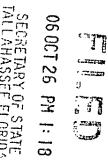
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#### **COVER LETTER**

TO: Registration Division o	n Section f Corporations		
SUBJECT: IQ	UE HOLDINGS	S, INC.	
	<del></del>	ng Florida Profit Corporation)	
		rticles of Incorporation, and fees are sub- "Florida Profit Corporation" in accordance	
Please return all co	orrespondence concernir	ng this matter to:	
Dennis TI			
	(Contact Person)		
IQUE Hol	dings, Inc.		
	(Firm/Company)		
8200 - 113	8th Street N, Su	ite 104	
-	(Address)		
Semiole.	FL 33772		
	(City, State and Zip Code)		
For further inform	ation concerning this ma	atter, please call:	
Dennis Th	omas	_at ( 727 ) 398-2080	
(Name of	Contact Person)	(Area Code and Daytime Telephone Nur	nber)
Enclosed is a chec	k for the following amo	ınt:	
\$105.00 Filing Fees	\$113.75 Filing Fees and Certificate of Status	\$113.75 Filing Fees and Certified Copy Certified Copy, and Certificate of Statu	d
STREET ADDRI	ESS:	MAILING ADDRESS:	
Registration Section Division of Corpor Clifton Building 2661 Executive Control Tallahassee, FL 3	rations enter Circle	Registration Section Division of Corporations P. O. Box 6327 Tallahassee, FL 32314	

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

This Certificate of Conversion <u>and attached Articles of Incorporation</u> 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: IQUE HOLDINGS, 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) December 10, 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: n/a 4. The name of the Florida Profit Corporation as set forth in the attached Articles of Incorporation: IQUE HOLDINGS, INC.

Page 1 of 2

(Enter Name of Florida Profit Corporation)

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 1st of October , 20 06
Signature:
(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)
Officers have not been selected, an incorporator.)
Printed Name: Dennis Thomas
Fees:

\$35.00

\$70.00

\$8.75 (Optional) \$8.75 (Optional)

Certificate of Conversion:

Fees for Florida Articles of Incorporation: Certified Copy: Certificate of Status:

### ARTICLES OF INCORPORATION OF IQUE HOLDINGS, INC.

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

#### <u>ARTICLE I NAME</u>

The name of the corporation shall be: IQUE Holdings, Inc.

The principal place of business of this corporation shall be:

12802 Tampa Oaks Boulevard Suite 405 Tampa, FL 33637

#### ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

#### ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 17,000,000 having a par value of \$.001.

#### **ARTICLE IV TERM OF EXISTENCE**

This corporation is to exist perpetually.

#### ARTICLE V OFFICERS / DIRECTORS

The name and street address of the initial officers and directors, who shall hold office the first year of the corporation's existence or until his successor is elected, are:

John J. Bartoletta, President / Director 12802 Tampa Oaks Boulevard, Suite 405, Tampa, FL 33637

Dennis K. Thomas, Secretary / Director 8200 – 113<sup>th</sup> Street North, Suite 104 Seminole, FL 33772

#### **ARTICLE VI INCORPORATOR**

The name and street address of the incorporator to these articles of incorporation is:

Dennis K. Thomas, Secretary / Director 8200 – 113<sup>th</sup> Street North, Suite 104 Seminole, FL 33772

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this October 1, 2006.

Signature of Incomparator

### <u>CERTIFICATE OF DESIGNATION</u> REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the corporation: IQUE Holdings, Inc.
- 2. The name and address of the registered agent and office is:

Dennis K. Thomas, Secretary / Director 8200 – 113<sup>th</sup> Street North, Suite 104 Seminole, FL 33772

SIGNATURE:

TITLE: Secretary

DATE: October 1, 2006.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE:

DATE: October 1, 2006.