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CAPITAL CONNECTION, INC.

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Seashime II, Inc.

- ☒ Art of Inc. File Conversion
- ☐ LTD Partnership File _____
- ☐ Foreign Corp. File _____
- ☐ L.C. File _____
- ☐ Fictitious Name File _____
- ☐ Trade/Service Mark _____
- ☐ Merger File _____
- ☐ Art. of Amend. File _____
- ☐ RA Resignation _____
- ☐ Dissolution / Withdrawal _____
- ☐ Annual Report / Reinstatement _____
- ☐ Cert. Copy _____
- ☒ Photo Copy _____
- ☐ Certificate of Good Standing _____
- ☐ Certificate of Status _____
- ☐ Certificate of Fictitious Name _____
- ☐ Corp Record Search _____
- ☐ Officer Search _____
- ☐ Fictitious Search _____
- ☐ Fictitious Owner Search _____
- ☐ Vehicle Search _____
- ☐ Driving Record _____
- ☐ UCC 1 or 3 File _____
- ☐ UCC 11 Search _____
- ☐ UCC 11 Retrieval _____
- ☐ Courier

Signature _____

Requested by: SP

Name

Date

Time

Walk-In

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12/5/06 10:10

**CERTIFICATE OF CONVERSION
FOR
"OTHER BUSINESS ENTITY"
INTO
"FLORIDA PROFIT CORPORATION"**

EFFECTIVE DATE

12/15/06

FILED
06 DEC -5 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion and the attached Articles of Incorporation are submitted to convert the following "Other Business Entity" into a "Florida Profit Corporation" in accordance with Section 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is SEASHIME II, L.L.C. L06000053315
2. The "Other Business Entity" is a limited liability company first organized, formed or incorporated under the laws of Florida on May 23, 2006.
3. The jurisdiction of the "Other Business Entity" has not been changed.
4. The name of the "Florida Profit Corporation" as set forth in the attached Articles of Incorporation is SEASHIME II, INC.
5. If not effective on the date of filing, enter the effective date: December 15, 2006.

Signed this 1st day of December, 2006.



Edward H. Buxton, Incorporator

**ARTICLES OF INCORPORATION
OF
SEASHIME II, INC.**

EFFECTIVE DATE
12/15/06

FILED
06 DEC -5 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, do hereby form a corporation for profit under the general laws of the State of Florida pursuant to Section 607.0202, Florida Statutes, and do hereby certify as follows:

ARTICLE I - NAME

The name of the corporation shall be **SEASHIME II, INC.**

ARTICLE II - PRINCIPAL OFFICE

The location of the principal place of business shall be 15 Ridge Boulevard, Ocean Ridge, Florida 33435, and the mailing address of the business shall be 15 Ridge Boulevard, Ocean Ridge, Florida 33435.

ARTICLE III - PURPOSE

The purpose and general nature of the business to be transacted shall be the following:

1. To buy, sell, trade, manufacture, deal in and deal with goods, wares and merchandise of every kind and nature and to carry on such business as is necessary to operate a business, to acquire all such merchandise, supplies, materials and other articles as shall be necessary or incidental to such business; to hold, acquire, mortgage, lease and convey real and personal property in any part of the world so far as is necessary or expedient in conducting the business of the corporation; and to have any and all powers set forth as fully as natural persons, whether as principals, agents, trustees or otherwise.
2. To generally engage in, do and perform any enterprise, act or vocation that a natural person might or could do or perform.
3. To engage in any commercial, industrial and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Florida.
4. The corporation shall have perpetual existence.

ARTICLE IV - SHARES

The capital stock shall consist of one thousand (1,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE IV - INITIAL OFFICERS AND DIRECTORS

The names and addresses of the first Board of Directors and Officers, who subject to the provisions of the Articles of Incorporation, By-Laws and the general laws of the State of Florida shall hold office for the first year of the corporation's existence or until their successors shall be duly elected and qualified are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Edward H. Buxton	President/Secretary/Director	15 Ridge Boulevard, Ocean Ridge, Florida 33435
John C. Shimer	Vice President/Treasurer/Director	15 Ridge Boulevard, Ocean Ridge, Florida 33435

ARTICLE VI - REGISTERED AGENT

The Registered Office of this corporation is 5701 Overseas Highway, Suite 12, Marathon, Florida 33050 and the name of the initial registered agent of the corporation at that address is WILLIAM N. DEVANE, JR., Esq.

ARTICLE VII - NAME AND ADDRESS OF INCORPORATOR

The name of the incorporator is Edward H. Buxton and his mailing address is 15 Ridge Boulevard, Ocean Ridge, Florida 33435.

ARTICLE VIII - BEGINNING CAPITAL

The amount of capital before beginning business shall be at least Five Hundred and No/100 Dollars (\$500.00).

ARTICLE IX - NUMBER OF DIRECTORS

The number of Directors shall be at least one (1) and not more than three (3) as shall be determined by the By-Laws.

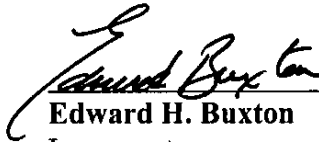
ARTICLE X - AMENDMENTS

The corporation reserves the right to amend, alter or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred upon stockholders herein are granted subject to this reservation. Further, the corporation reserves the right to provide in the By-Laws for issuance of stock certificates; and, the corporation shall have the right of first refusal to purchase any stock issued by this corporation.

ARTICLE XI - EFFECTIVE DATE

The effective date of said corporation shall be December 15, 2006.


IN WITNESS WHEREOF, I have hereunto subscribed my name on this 1st day of ~~November~~ December, 2006.

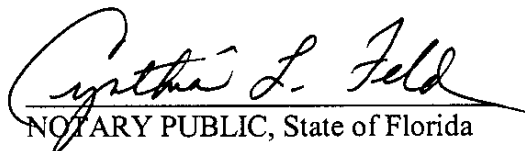

Edward H. Buxton
Incorporator

STATE OF FLORIDA
COUNTY OF MONROE

BEFORE ME, the undersigned authority duly authorized to administer oaths and take acknowledgments, personally appeared Edward H. Buxton, who is personally known to me and who after being by me first duly sworn and cautioned, deposed and said that he has read the foregoing Articles of Incorporation, that the statements contained therein are true and correct for the purposes therein expressed, and that this is his free and voluntary act and deed.

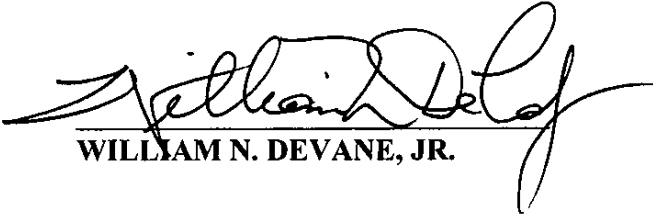
SWORN TO AND SUBSCRIBED before me this 1st day of ~~November~~ December, 2006.

NOTARY PUBLIC-STATE OF FLORIDA
 Cynthia L. Feld
Commission # DD593854
Expires: SEP 30, 2010
BONDED THRU ATLANTIC BONDING CO., INC.


NOTARY PUBLIC, State of Florida

ACCEPTANCE OF REGISTERED AGENT

I, **WILLIAM N. DEVANE, JR.**, hereby accept designation as Registered Agent of
SEASHIME II, INC.



WILLIAM N. DEVANE, JR.