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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: FLB Miami, 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:

Tony Pornprinya, Esq.
(Contact Person)

Law Office of Tony Pornprinya
(Firm/Company)

10800 Biscayne Blvd. Ste. 988
(Address)

Miami, FL 33161
(City, State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Tony Pornprinya, Esq. at (305) 893-8989
(Name of Contact Person) (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

<u>**Certificate of Conversion**</u>
For
<u>**"Other Business Entity"**</u>
Into
<u>**Florida Profit Corporation**</u>

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:

FLB Miami, LLC, a Florida Limited Liability Company

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2. The "Other Business Entity" is a

Limited Liability Company

first organized, formed or incorporated under the laws of **State of Florida** on May 11, 2005.

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

FLB Miami, Inc.

Signed this 22nd day of February, 2007.

Luca D'Angelo, President

ARTICLES OF INCORPORATION

OF

FLB MIAMI, INC.

The undersigned subscriber to these Articles of incorporation, is a natural person competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida providing for the formation of a corporation for profit with the powers, rights, privileges, and immunities hereinafter mentioned, and they hereby make, subscribe, and acknowledge and file with the Secretary of State of the State of Florida this Certificate of Incorporation; and to that end they do, by this Certificate, set forth the following Articles of Incorporation.

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ARTICLE I

The name of this Corporation shall be:

FLB MIAMI, INC.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporation under the Statutes of the State of Florida, and to do any and all the things hereinafter mentioned, as fully and to the same extend as natural persons might or could do, it wit:

a. The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

b. To carry on any or more of the purposes and objects hereunder enumerated as principal, factor, agent, contractor, or otherwise, whether alone or through or in conjunction with any person, partnership, association or corporation.

c. To carry on its operation and conduct business in any State, in the District of Columbia, and in any territory, dependency or possession of the United States, and in any foreign country.

d. To such extent as a corporation organized under the laws of the State of Florida may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporation, firms or individuals, all and everything necessary, suitable, convenience, or proper for, or in connection with, or incidental to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interest of this Corporation or to enhance the value of its properties; and in general, to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do or to exercise under the laws of the State of Florida or under any act amendatory thereto, supplemental thereto, or substituted therefore.

The foregoing clauses shall be construed as and shall be powers as well as purposes, and the matters expressed in each clause shall, unless otherwise herein expressly provided, be in no wise limited to reference to or inference from the terms of any other clause but shall be regarded as independent powers and purposes; and the enumeration of specific powers and purposes meaning of general terms or the general powers of the Corporation, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature. This corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted by the laws of the State of Florida to a corporation organized there under, and all the powers conferred by all acts heretofore or hereafter amendatory of supplement to that statute, and the enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights or privileges granted or conferred by the statute now or hereafter in force; provided, however, that nothing herein contained shall be deemed to authorize or permit this Corporation to carry on any business, to exercise any powers, or to do act which a corporation formed under that statute may not at the time lawfully carry on or do.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is One hundred (100) shares of stock of $1.00 par value each.

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ARTICLE IV

The amount of capital with which this Corporation will begin business shall be no less than $100.00, represented by One Hundred (100) shares of stock of One ($1.00) Dollars each.

ARTICLE V

The initial post-office address of the principal office of this Corporation in the state of Florida shall be the County of Miami-Dade, at 437 Washington Avenue, Miami Beach, FL 33139. The Board of Directors, may from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VI

This Corporation is to exist perpetually.

ARTICLE VII

The Registered Agent for this corporation shall be: Tony Pornprinya and the Registered Address shall be: 10800 Biscayne Blvd., Ste 988, Miami, FL 33161.

ARTICLE VIII

This corporation shall have no less than Two (2) Directors initially. The number of Directors may be increased or diminished; from time to time By Laws adopted by the Stockholders but shall never be less than One (1).

ARTICLE IX

The names and post-office addresses of the members of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, By-Laws of the Corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified as follows:

Adelchi Mancusi
437 Washington Avenue
Miami Beach, FL 33139

Luca D'Angelo
437 Washington Avenue
Miami Beach, FL 33139

ARTICLE X

The names and post office addresses of the first Officers of the Corporation, who, subject to the provisions of these Articles of incorporation, By-Laws of the Corporation, and the Laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified as follows:

Luca D'Angelo – President
437 Washington Avenue
Miami Beach, FL 33139

Adelchi Mancusi – Vice-President
437 Washington Avenue
Miami Beach, FL 33139

ARTICLE XI

The name and post-office address of each subscriber to these Articles of Incorporation are:

Luca D'Angelo
437 Washington Avenue
Miami Beach, FL 33139

ARTICLE XII

Both Stockholders and Directors shall have the powers to hold their meetings and to have one or more offices within or without the State of Florida, and to keep the books of this Corporation at such offices as the Stockholders and Directors shall determine, subject to the provisions of the Florida Statutes.

ARTICLE XIII

All rights conferred to stockholders herein are granted subject to the right the Corporation reserves to amend, alter, change or repeal any provisions contained in this Certificate of incorporation, in the manner explained in Article XIV of this Certificate.

ARTICLE XIV

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the Stockholders and approved at a Stockholders Meeting by a majority of the stock 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.

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TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, we being all of the original subscribers and incorporators of this Corporation for the purpose of forming a Corporation, do make and file these Articles of Incorporation with the Secretary of State of the State of Florida, and accordingly set our hands and seals this 12 day of February 2007.

Luca D'Angelo, President

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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 is: **FLB MIAMI, INC.**
2. The name and address of the registered agent and office is:

Tony Pornprinya
10800 Biscayne Blvd., Ste 988
Miami, FL 33161

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of may duties, and I am familiar with and accept the obligations of my position as registered agent.

Tony Pornprinya

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