

107000037453

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

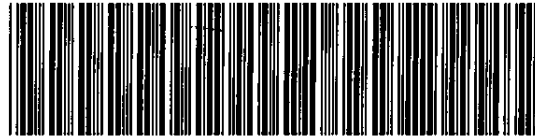
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SOUTH-BEACH MODELS, 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:

BLAINE REGISTER

(Contact Person)

REGISTER BOOKKEEPING, INC.

(Firm/Company)

PD BOX 143

(Address)

SEFFNER, FL 33583

(City, State and Zip Code)

For further information concerning this matter, please call:

BLAINE REGISTER

(Name of Contact Person)

at (813) 464-4803

(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

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TALLAHASSEE, FLORIDA

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

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:

SOUTH-BEACH MODELS, L.L.C. L07-4290
(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 01/11/2007
(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**:

SOUTH-BEACH MODELS, INC.
(Enter Name of Florida Profit Corporation)

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PAUL HASSERL
FLORIDA

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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 16TH day of MARCH, 20 07.

Signature: Nick Worlds
(Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)

Printed Name: NICHOLAS WORLDS Title: MGRM

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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)

**ARTICLES OF INCORPORATION
OF
South-Beach Models, Inc.**

Article I: The name of the corporation is: South-Beach Models, Inc.

Article II: The principle place of business is: 2617 Brookville Drive, Valrico, Florida 33594.

Article III: The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the laws and statutes of the State of Florida.

Article IV: The corporation has authority to issue only one class of shares of stock. The corporation has authority to issue 300 shares common stock at \$100 par value per share. All of the corporation's issued shares shall be held of record by not more than 30 persons.

Article V: The name, address and title of the Directors / Officers are:

Julianne Halpin	President / Treasurer	2617 Brookville Drive Valrico, Florida 33594
Nicholas Worlds	Vice President / Secretary	2617 Brookville Drive Valrico, Florida 33594.

Article VI: The name of the registered agent of the corporation in Florida is:

Nicholas Worlds	2617 Brookville Drive Valrico, Florida 33594.
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Article VII: The name and address of the Incorporators are:

Julianne Halpin	2617 Brookville Drive Valrico, Florida 33594.
Nicholas Worlds	2617 Brookville Drive Valrico, Florida 33594.

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Article VIII: The duration of the corporation is perpetual.

Article IX: Indemnification of officers, Directors, Employees and Agents: The corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee or agent of the corporation or is or was serving at the request of the corporation, partnership, joint venture, trust or other enterprise. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by the laws or statutes of the State of Florida.

Article X: Limitation of Liability: to the fullest extent permitted by the law or statutes of Florida, as the same exists or may hereafter be amended, a director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for any action taken or any failure to take any action as director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a director of the corporation occurring prior to such repeal, amendment or modification.

IN WITNESS WHEREOF, I have signed these articles and acknowledge the same to be my act on this, the 16th day of March, AD 2007.

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TALLAHASSEE, FLORIDA

SIGNATURE OF INCORPORATORS:

Signed: Julianne Halpin
Julianne Halpin

Signed: Nick Worlds
Nicholas Worlds

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

SIGNATURE OF REGISTERED AGENT:

Signed: Nick Worlds
Nicholas Worlds