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07 JUN 13 PM 3:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

07 JUN 13 AM 10:45

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 946714 4311754

AUTHORIZATION :

COST LIMIT : \$ 113.75

FILED
07 JUN 13 PM 3:01
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ORDER DATE : June 13, 2007

ORDER TIME : 10:10 AM

ORDER NO. : 946714-005

CUSTOMER NO: 4311754

DOMESTIC AMENDMENT FILING

NAME: NEVADA BEV LLC

EFFECTIVE DATE:

XX CERTIFICATE OF CONVERSION/ARTS OF INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Jeanine Reynolds -- EXT# 2933

EXAMINER'S INITIALS: _____

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

FILED
07 JUN 13 PM 3:01
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:

Nevada Bev 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 Nevada
(Enter state, or if a non-U.S. entity, the name of the country)

on August 3rd 2006
(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:**

Pro Player Brands, Inc.

(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 3rd day of June, 20 07.

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

Printed Name: Kevin Frija Title: President

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
PRO PLAYER BRANDS, INC.**

FILED
07 JUN 13 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is Pro Player Brands, Inc. (hereinafter called the "Corporation").

ARTICLE II

The Corporation's mailing address and the address of the Corporation's principal office is 16085 NW 52ND AVE. MIAMI, FL 33014.

ARTICLE III

The purpose for which the Corporation is organized is to engage in the transaction of any lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

A. **AUTHORIZED CAPITAL STOCK.** The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is fifty one million (51,000,000) shares, consisting of (i) fifty million (50,000,000) shares of common stock, par value \$.0001 per share (the "Common Stock"), and (ii) one million (1,000,000) shares of preferred stock, par value \$.0001 per share (the "Preferred Stock").

B. **PROVISIONS RELATING TO PREFERRED STOCK.**

1. **GENERAL.** The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted by the Board of Directors (the "Board") as hereinafter prescribed.

2. **PREFERENCES.** Authority is hereby expressly granted to and vested in the Board to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock and, with respect to each class or series of the Preferred

Stock, to fix and state, by resolution or resolutions from time to time adopted providing for the issuance thereof, the following:

(a) whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;

(b) the number of shares to constitute the class or series and the designations thereof;

(c) the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

(d) whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which, such shares shall be redeemable and the manner of redemption;

(e) whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(f) the dividend rate, whether dividends are payable in cash, stock of the Corporation or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and, if cumulative, the date or dates from which such dividends shall accumulate;

(g) the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

(h) whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

(i) such other special rights and protective provisions with respect to any class or series as the Board may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other class or series thereof in any or all of the foregoing respects. The Board may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution adding to such class or series authorized and unissued shares of the Preferred Stock not

designated for any other class or series. The Board may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

C. PROVISIONS RELATING TO THE COMMON STOCK.

1. VOTING RIGHTS. Except as otherwise required by law or as may be provided by the resolutions of the Board authorizing the issuance of any class or series of the Preferred Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock.

2. DIVIDENDS. Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board, out of funds legally available therefor, dividends payable in cash, stock or otherwise.

3. LIQUIDATING DISTRIBUTIONS. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled, if any, or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests to the exclusion of the holders of the Preferred Stock.

ARTICLE V

The names, address and titles of the Directors/Officers of the Corporation are:

Director, Darin Ezra

Director, Kevin Frija

Director, Adam Laufer

Director, Paul Wolfe

Director, Jeffery Shulman

ARTICLE VI

The address of the Corporation's initial registered agent in the State of Florida is FIELDSTONE LESTER SHEAR & DENBERG, LLP 201 ALHAMBRA CIRCLE, STE 601 CORAL GABLES FL 33134 and the name of the Corporation's initial registered agent at such office is: Ronald Fieldstone.

ARTICLE VII

The name of the Incorporator of the Corporation is FIELDSTONE LESTER SHEAR & DENBERG, LLP, and the address of the Incorporator is 201 ALHAMBRA CIRCLE, STE 601 CORAL GABLES FL 33134.

ARTICLE VIII

A. NUMBER AND TERM OF DIRECTORS. The Corporation's Board shall consist of not less than three nor more than nine members, with the exact number to be fixed from time to time by resolution of the Board. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. The Board shall be divided into three classes, Class I, Class II and Class III. The number of directors elected to each class shall be as nearly equal in number as possible. Each director in Class I shall be elected to an initial term to expire at the annual meeting next ensuing, each director in Class II shall be elected to an initial term to expire one year thereafter and each director in Class III shall be elected to an initial term to expire two years thereafter, in each case and until his or her successor is duly elected and qualified or until his or her earlier resignation, death or removal from office. Upon the expiration of the initial terms of office for each class of directors, the directors of each class shall be elected for a term of three years to serve until their successors are duly elected and qualified or until their earlier resignation, death or removal from office.

B. DIRECTOR VACANCIES; REMOVAL. Whenever any vacancy on the Board occurs due to death, resignation, retirement, disqualification, removal, increase in the number of directors or otherwise, a majority of directors in office, although less than a quorum of the entire Board, may fill the vacancy or vacancies for the balance of the unexpired term or terms, at which time a successor or successors shall be duly elected by the shareholders and qualified. The Board shall apportion any increase or decrease in the number of directorships among the classes so as to make the number of directors in each class as nearly equal in number as possible. Notwithstanding the provisions of any other Article herein, only the remaining directors of the Corporation shall have the authority, in accordance with the procedure stated above, to fill any vacancy that exists on the Board. The Company's shareholders shall not, and shall have no power to, fill any vacancy on the Board. Shareholders may remove a director from office prior to the expiration of his or her term, but only for "cause" by an affirmative vote of two-thirds of the outstanding shares of capital stock entitled to vote for the election of directors.

C. AMENDMENTS. Notwithstanding anything contained in these Articles of Incorporation to the contrary, this Article VIII shall not be altered, amended or repealed except by an affirmative vote of at least two-thirds of the outstanding shares of all capital stock entitled to vote for the election of directors.

ARTICLE IX

The Corporation shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

ARTICLE X

The Board shall have the power to adopt, amend or repeal the Bylaws of the Corporation or any part thereof.

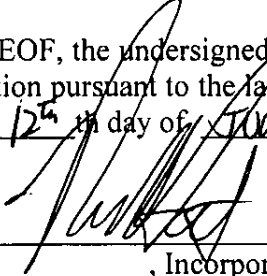
ARTICLE XI

The Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE XII

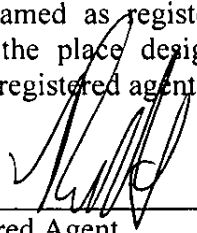
CALL OF SPECIAL SHAREHOLDERS MEETING. Except as otherwise required by law and subject to the rights of the holders of the Preferred Stock, special meetings of shareholders of the Corporation may be called only by (i) the Board pursuant to a resolution approved by a majority of the entire Board, (ii) the Company's Chief Executive Officer or (iii) the holders of not less than fifty (50) percent of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting, but only if such holders first deliver to the Corporation's secretary one or more written demands (which shall be signed and dated) describing the purpose or purposes for which the special meeting is to be held, in accordance with all requirements of applicable law. Notwithstanding anything contained in these Articles of Incorporation to the contrary, this Article XII shall not be altered, amended or repealed except by an affirmative vote of at least two-thirds of the outstanding shares of all capital stock entitled to vote at a shareholders' meeting duly called for such purpose.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the laws of the State of Florida, has executed these Articles of Incorporation this 12th day of June, 2007.


_____, Incorporator.

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
OF
PRO PLAYER BRANDS, INC.**

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



Registered Agent

6/12/07
Date