

PO7000094154

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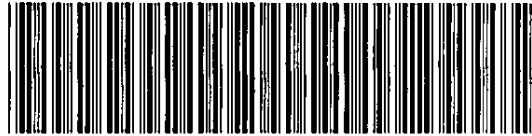
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CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 08/22/2007

REF. #: 000150.73353

CORP. NAME: FBO HOLDINGS, LLC

Attn: Buck Kohr

- | | | |
|---|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input checked="" type="checkbox"/> CERTIFICATE OF CONVERSION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 522556 FOR \$ 113.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
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| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF CONVERSION
FOR
FBO HOLDINGS, LLC
INTO
FBO HOLDINGS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L05000081687

This Certificate of Conversion and the attached Articles of Incorporation are submitted to convert FBO HOLDINGS, LLC, a Florida limited liability company (the "Converting Limited Liability Company") into a Florida corporation pursuant to §§608.4403 and 607.1115 of the Florida Statutes.

1. The name of the Converting Limited Liability Company immediately prior to the filing of this Certificate of Conversion is FBO HOLDINGS, LLC.

2. The Converting Limited Liability Company is a limited liability first organized under the laws of the State of Florida on August 18, 2005.

3. The name of the Florida profit corporation as set forth in the attached Articles of Incorporation is FBO HOLDINGS, INC.

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4. The Converting Limited Liability Company has converted into a Florida corporation in accordance with Chapter 608, Florida Statutes, and the conversion complies with Chapter 607, Florida Statutes, governing corporations.

5. The Plan of Conversion was approved by all of the managers and members of the Converting Limited Liability Company in accordance with Chapter 608.

6. The principal office address of FBO HOLDINGS, INC. shall be 240 Southwest 34th Street, Fort Lauderdale, FL 33315.


7. The effective date of this Certificate of Conversion and the accompanying Articles of Incorporation shall be the date of filing.

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TALLAHASSEE, FLORIDA


[Signatures on the following page]

IN WITNESS WHEREOF, the undersigned authorized person has executed this Certificate of Conversion as of the 21st day of August, 2007.

FBO HOLDINGS, LLC

By: 
Name: John Evans
Title: Manager

FBO HOLDINGS, INC.

By: 
Name: John Evans
Title: Incorporator

**ARTICLES OF INCORPORATION
OF
FBO HOLDINGS, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I
Name and Address**

The name of the Corporation is FBO Holdings, Inc. and the address of its principal office and mailing address is 240 Southwest 34th Street, Ft. Lauderdale, Florida 33315.

**ARTICLE II
Purposes**

The Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, including any amendments thereto.

**ARTICLE III
Registered Agent and Office**

The name and address of the registered agent of the Corporation is John Evans, 240 Southwest 34th Street, Ft. Lauderdale, Florida 33315.

**ARTICLE IV
Capital Stock**

The Corporation shall have authority to issue a total of 11,000,000 shares, consisting of:
(i) 10,000,000 shares of common stock, \$.01 par value per share (the "Common Stock"); and
(ii) 1,000,000 shares of preferred stock, \$.01 par value per share (the "Preferred Stock").

Common Stock

A. **General.** The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of any issued and outstanding Preferred Stock.

B. **Voting Rights.** Each holder of record of Common Stock shall be entitled to one vote for each share of Common Stock standing in such holder's name on the books of the Corporation. Except as otherwise required by law, the holders of Common Stock and the holders of any issued and outstanding Preferred Stock shall vote together as a single class on all matters submitted to shareholders for a vote (including any action by written consent).

C. **Dividends.** Subject to provisions of law, the holders of Common Stock shall be entitled to receive dividends out of funds legally available therefor at such times and in such amounts as the Board of Directors may determine in its sole discretion.

D. Liquidation. Subject to provisions of law, upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment or provisions for payment of all debts and liabilities of the Corporation and all preferential amounts to which the holders of any issued and outstanding Preferred Stock are entitled with respect to the distribution of assets in liquidation, the holders of Common Stock shall be entitled to share ratably in the remaining assets of the Corporation available for distribution.

Preferred Stock

A. Issuance of Preferred Stock in Classes or Series. The Preferred Stock may be issued in one or more classes or series at such time or times and for such consideration as the Board of Directors of the Corporation may determine. Each class or series shall be so designated as to distinguish the shares thereof from the shares of all other classes and series. Except as to the relative designations, preferences, powers, qualifications, rights and privileges of any such Preferred Stock so designated, in respect of any or all of which there may be variations between different classes or series of Preferred Stock, all shares of Preferred Stock shall be identical. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purpose of voting by classes unless otherwise specifically set forth herein.

B. Authority to Establish Variations Between Classes or Series of Preferred Stock. The Board of Directors of the Corporation is expressly authorized, subject to the limitations prescribed by law and the provisions of these Articles of Incorporation, to provide, by adopting a resolution or resolutions, for the issuance of the undesignated Preferred Stock in one or more classes or series, each with such designations, preferences, voting powers, qualifications, special or relative rights and privileges as shall be stated in Articles of Amendment to the Articles of Incorporation, which shall be filed in accordance with the Florida Business Corporation Act, and the resolutions of the Board of Directors creating such class or series. The authority of the Board of Directors with respect to each such class or series shall include, without limitation of the foregoing, the right to determine and fix: (i) the distinctive designation of such class or series and the number of shares to constitute such class or series; (ii) the rate at which dividends on the shares of such class or series shall be declared and paid, or set aside for payment, whether dividends at the rate so determined shall be cumulative or accruing, and whether the shares of such class or series shall be entitled to any participating or other dividends in addition to dividends at the rate so determined, and if so, on what terms; (iii) the right or obligation, if any, of the Corporation to redeem shares of the particular class or series of Preferred Stock and, if redeemable, the price, terms and manner of such redemption; (iv) the special and relative rights and preferences, if any, and the amount or amounts per share, which the shares of such class or series of Preferred Stock shall be entitled to receive upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation; (v) the terms and conditions, if any, upon which shares of such class or series shall be convertible into, or exchangeable for, shares of capital stock of any other class or series, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any; (vi) the obligation, if any, of the Corporation to retire, redeem or purchase shares of such class or series pursuant to a sinking fund or fund of a similar nature or otherwise, and the terms and conditions of such obligation; (vii) voting rights, if any, including special voting rights with respect to the election of directors and matters adversely affecting any class or series of Preferred Stock; (viii) limitations, if any, on the issuance of additional shares of such class or series or any shares of any other class or series of

Preferred Stock; and (ix) such other preferences, powers, qualifications, special or relative rights and privileges thereof as the Board of Directors of the Corporation, acting in accordance with these Articles of Incorporation, may deem advisable and are not inconsistent with law and the provisions of these Articles of Incorporation.

ARTICLE V

Directors

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is two, and the names and address of the members of the initial Board of Directors, who shall serve as directors until their successors are duly elected and qualified, are: John Evans and Troy J. Menken; 240 Southwest 34th Street, Ft. Lauderdale, Florida 33315.

ARTICLE VI

Bylaw Amendment

In furtherance and not in limitation of the powers conferred by the laws of Florida, each of the Board of Directors and the shareholders are both expressly authorized and empowered to make, alter, amend and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the State of Florida or with these Articles of Incorporation. The shareholders of the Corporation may amend or adopt a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE VII

Indemnification

A director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, except for liability (i) for any breach of the director's or officer's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Florida Business Corporation Act, as the same exists or hereafter may be amended, (iv) for violation of a criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, or (v) for any transaction from which the director or officer derived an improper personal benefit. If the Florida Business Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors or officers, then the liability of the Corporation's directors officers shall be eliminated or limited to the full extent authorized by the Florida Business Corporation Act, as amended.

The Corporation shall indemnify and shall advance expenses on behalf of its directors, officers and former directors or officers to the fullest extent not prohibited by law in existence either now or hereafter.

Any repeal or modification of this Article shall not adversely affect any right or protection of a director officer of the Corporation existing at the time of such repeal or modification.

ARTICLE VIII
Amendment

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX
Incorporator

The name of the Incorporator is John Evans, and the address of the Incorporator is 240 Southwest 34th Street, Ft. Lauderdale, Florida 33315.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 21st day of August, 2007.


John Evans, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of FBO Holdings, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.


John Evans