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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 OCT 24 PM 12:08

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** THE MASTERLY PRODUCTS COMPANY  
(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:

CAMILA CAMPOS  
(Contact Person)

N/A  
(Firm/Company)

3961 N. FEDERAL HWY  
(Address)

POMPANO BEACH, FL 33064  
(City, State and Zip Code)

For further information concerning this matter, please call:

CAMILA CAMPOS at ( 954 ) 786-7180  
(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

07 OCT 24 PM 12: 08

**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:

The Masterly Products Company

(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 May 16, 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:**

The Masterly Products Company, Corp.

(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 08 day of October, 2007.

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

Printed Name: Martha Mercader Title: Secretary

## **ARTICLES OF INCORPORATION**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

### **ARTICLE I NAME**

The name of the corporation shall be:

The Masterly Products Company, Corp.

### **ARTICLE II PRINCIPAL OFFICE**

The principal place of business/ mailing address is:

231 East Flagler Street, Store #5  
Miami, FL 33131

### **ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

Any and all Lawful Business

### **ARTICLE IV SHARES**

The number of shares of stock is:

1000 Shares (One Thousand Shares)

### **ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

List name(s), address(es) and specific title(s):

President/Director - Molossi, Sergio

231 East Flagler Street, Store #5 - Miami, FL 33131

Vice-President/Director - Molossi, Daryl P.

231 East Flagler Street, Store #5 - Miami, FL 33131

Secretary/Director - Mercado, Martha L

231 East Flagler Street, Store #5 - Miami, FL 33131

### **ARTICLE VI REGISTERED AGENT**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Mercado, Martha L - 231 East Flagler Street, Store#5 - Miami, FL 33131


**ARTICLE VII INCORPORATOR**

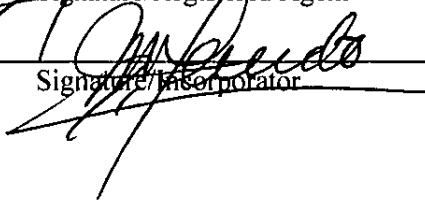
The **name and address** of the Incorporator is:

Mercado, Martha L - 231 East Flagler Street, Store#5 - Miami, FL 33131

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*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/Registered Agent

  
\_\_\_\_\_  
Signature/Incorporator

10/12/07  
Date

10/12/07  
Date