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J. BRYAN DEC 21 2007

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: IBCS Fidelity, 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:

Michael Friedman
(Contact Person)

Vezina, Lawrence & Piscitelli, PA
(Firm/Company)

300 SW 1st Avenue, Suite 150
(Address)

Ft. Lauderdale, FL 33301
(City, State and Zip Code)

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For further information concerning this matter, please call:

Michael Friedman at (954) 728-1270
(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

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:

IBCS Fidelity and Insurance, LLC #L05000028812
(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 State of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on March 21, 2005
(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**:

IBCS Fidelity, 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 14th day of December, 20 07.

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

Printed Name: Yvonne Scarborough 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)

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**ARTICLES OF INCORPORATION
OF
IBCS FIDELITY INC.**

ARTICLE I.

CORPORATE NAME

The name of this corporation is IBCS Fidelity, Inc.

ARTICLE II.

INITIAL PRINCIPAL OFFICE

The street address and the mailing address of the initial principal office of this corporation is 6352 Cypress Gardens Blvd., Winter Haven, FL 33884.

ARTICLE III.

PURPOSE

The purpose for which this corporation is organized is to transact insurance.

ARTICLE IV.

CAPITAL STOCK

This Corporation is authorized to issue ten thousand (10,000) shares of stock. The shares of stock authorized shall be common stock having a par value of one cent (\$0.001) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE V.

INITIAL OFFICERS AND/OR DIRECTORS

(1)Yvonne Scarborough, 6352 Cypress Gardens Blvd., Winter Haven, FL 33884,
President.

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ARTICLE VI.

INITIAL REGISTERED OFFICE AND AGENT

The name and Florida street address of the registered agent is:

Mike Piscitelli
Vezina, Lawrence & Piscitelli, P.A.
300 SW 1st Avenue Suite 150
Fort Lauderdale, Florida 33301

ARTICLE VII.

INCORPORATOR

The name and address of the Incorporator of this corporation is:

Yvonne Scarborough
6352 Cypress Gardens Blvd.
Winter Haven, FL 33884

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ARTICLE VI.

AMENDMENTS AND BYLAWS

These Articles of Incorporation may be amended in the manner provided by law. Either the shareholder(s) or board of directors may repeal, amend, or adopt bylaws for the corporation, pursuant to these articles, except that the shareholder(s) may prescribe in any bylaw made by them that such bylaw shall not be altered, repealed, or amended by the board of directors.

IN WITNESS WHEREOF, the undersigned, on behalf and in the name of the Incorporator, has hereunto set his hand this 14th day of December, 2007.

Incorporator

By: 

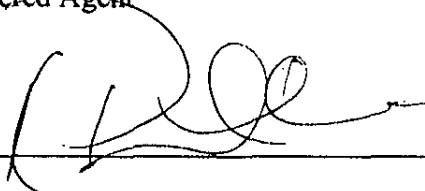
**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
IBCS FIDELITY, INC.**

Pursuant to Section 607.0501, Florida Business Corporation Act, Mike Piscitelli of Vezina, Lawrence & Piscitelli, P.A., having been named as registered agent to accept service of process upon IBCS Fidelity, Inc., hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of (his/her/its) duties as registered agent, acknowledging hereby that (he, she, it) is familiar with and accepts the obligations of (his, her, its) position as registered agent.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate to be executed in Broward County, Florida on this 5 day of December, 2007.

Registered Agent

By

A handwritten signature in black ink, appearing to be "Mike Piscitelli", written over a horizontal line.

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