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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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WAIT

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MAIL

(Business Entity Name)

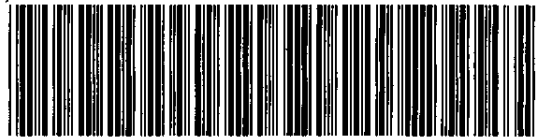
(Document Number)

Certified Copies _____

Certificates of Status _____

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TALLAHASSEE, FLORIDA

M. Thomas JAN 16 2008

JAMES B. HAYES, P.A.
ATTORNEYS AT LAW
THE COURTYARD, SUITE 130
5301 NORTH FEDERAL HIGHWAY
BOCA RATON, FLORIDA 33487

JAMES B. HAYES, P.A.

BOCA RATON (561) 392-4300
FAX (561) 392-4409

RUSLEY C. MEEKER (1931 - 1995)
EVERETT H. DUDLEY, JR. (1931 - 2007)

January 3, 2008

Florida Department of State
Registration Section
Division of Corporations
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Vergara Holdings, Inc. (Conversion from Vergara Holdings, LLC)

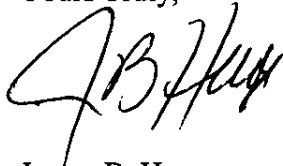
To Whom It May Concern:

On behalf of the above entity, I am enclosing the following:

- 1.) Your form Cover Letter
- 2.) Certificate of Conversion
- 3.) Articles of Incorporation
- 4.) A check for \$105.00 representing the applicable filing fee.

Please forward the certificate to our office at your earliest convenience. If you have any questions feel free to contact me.

Yours Truly,



James B. Hayes
E-Mail: Bocalaw7@aol.com
enclosures

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Vergara Holdings, 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:

James B. Hayes
(Contact Person)

James B. Hayes, P.A.
(Firm/Company)

5301 No. Federal Hwy., Suite 30
(Address)

Boca Raton, FL 33487
(City, State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

James B. Hayes at (561) 392-4300
(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:

Vergara Holdings, LLC - L06-57522
(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 6/5/2006
(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**:

Vergara Holdings, 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 4th day of January, 2008.

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

Printed Name: Nury Vergara Title: _____

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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
VERGARA HOLDINGS, INC.

Article 1 - Name

The name of this corporation is VERGARA HOLDINGS, INC.

Article 2 - Duration

This corporation shall exist perpetually commencing on the date of the filing of these Articles of Incorporation with the Department of State.

Article 3 - Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

Article 4 - Capital Stock

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1) par value common stock which shall be designated "Common Shares."

Article 5 - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is:

862 Southwest 21st Lane
Boca Raton, Florida 33486

and the name of the initial registered agent of this corporation at that address is:

NURY VERGARA

Article 6 - Principal Office and Mailing Address

The principal office of this corporation is:

862 Southwest 21st Lane
Boca Raton, Florida 33486

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The mailing address of this corporation is:

862 Southwest 21st Lane
Boca Raton, Florida 33486

Article 7 - Management of Corporation by Shareholders

All corporate powers shall be exercised by or under the authority of the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

Article 8 - Incorporators

The name and address of the person signing these articles are:

NURY VERGARA
862 Southwest 21st Lane
Boca Raton, Florida 33486

Article 9 - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article 10 - Indemnification

The corporation shall indemnify any officer, or any former officer to the full extent permitted by law.

Article 11 - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 3rd day of January, 2008.

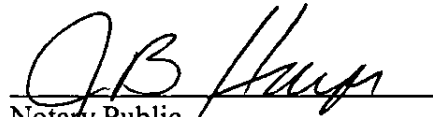

NURY VERGARA

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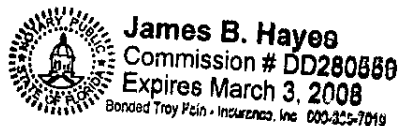
STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared NURY VERGARA, who is personally known to me or who produced _____ as identification, who executed and acknowledged before me that she executed the foregoing Articles of Incorporation and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the state and county aforesaid this 3rd day of January, 2008.


Notary Public

My Commission Expires:



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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

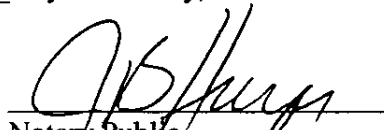
OF

VERGARA HOLDINGS, INC.

Having been named to accept service of process for the above stated corporation at the place designated, I hereby accept to act in this capacity and agree to comply with the provisions of chapter 48.091, Florida Statutes, relative to keeping open said office.



NURY VERGARA

Sworn to and subscribed before me this 3rd day of January, 2008.


Notary Public

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

My Commission Expires:

 **James B. Hayes**
Commission # DD280559
Expires March 3, 2008
Bonded Troy Feltz - Insurance, Inc. 800-385-7019