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PICK-UP	WAIT MAIL			
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Certified Copies	Certificates of Status			
Special Instructions to	Filing Officer:			
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EXAMINER

#### **COVER LETTER**

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SURI	ECT. Montie	cello Health and F	Fitness Cente	er, Inc.	
50,00	, <u></u>		ng Florida Profit Co		
conve			-		nd fees are submitted to n" in accordance with s.
Please	e return all cor	respondence concernir	ng this matter to:		
Deb	orah M. D'A	attile			
<del></del>		(Contact Person)		-	
Mon	ticello Heal	th and Fitness Ce	nter, Inc.		
<del></del>	····	(Firm/Company)		_	
605	S. Waukeei	nah Street		_	
		(Address)		_	
Mon	ticello, floric	la 32344			
	(	City, State and Zip Code)		_	
For fu	irther informat	ion concerning this ma	itter, please call:		
	orah M. D'A	_	_at (_954	325-7	'308
	(Name of Co	ontact Person)		and Daytin	ne Telephone Number)
Enclo	sed is a check	for the following amou	ınt:		
<b>□</b> \$105	5.00 Filing Fees	\$113.75 Filing Fees and Certificate of Status	✓ \$113.75 Filing and Certified Cop	y C	\$122.50 Filing Fees, Certified Copy, and Certificate of Status
STRE	EET ADDRES	S:	MAIL	ING AD	DRESS:
Registration Section Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301		Registration Section Division of Corporations P. O. Box 6327 Tallahassee, FL 32314			

SECRETARY OF STATE DIVISION OF CORPORATION

08 FEB - 1 AMII: 34

# 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 prof Conversion is:	rior to the filing of this Certificate
Monticello Health and Fitness Center, LLC	L07000085587
(Enter Name of Other Busines	s Entity)
2. The "Other Business Entity" is a limited liabilit	y company
(Enter entity type. Example: limited liability comp proprietorship, general partnership, common la	* · · · · · · · · · · · · · · · · · · ·
first organized, formed or incorporated under the laws of (Enter state, or if a non-U.S. entity, the na	Florida ame of the country)
on August 21, 2007	
(Enter date "Other Business Entity" was first organ	ized, formed or incorporated)
3. If the jurisdiction of the "Other Business Entity" was chalaws of which it is now organized, formed or incorporated:	anged, the state or country under the
4. The name of the Florida Profit Corporation as set forth in Incorporation:	n the <u>attached Articles of</u>
Monticello Health and Fitness Center, Inc.	
(Enter Name of Florida Profit Co	amaration)

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 31 day of January	08				
Signature: (Must be signed by a Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator.)						
Printed	Name: Deborah M. D'Attile	CEO/CFO/Director				
Fees:						
]	Certificate of Conversion: Fees for Florida Articles of Incorporation: Certified Copy: Certificate of Status:	\$35.00 \$70.00 \$8.75 (Optional) \$8.75 (Optional)				

#### 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:

### Monticello Health and Fitness Center, Inc.

#### ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:

760 E. Washington Street Monticello, Florida 32344

#### ARTICLE III PURPOSE

The purpose for which the corporation is organized is: Health and Fitness center

#### ARTICLE IV SHARES

The number of shares of stock is:

100 shares of stock

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

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

Deborah M. D'Attile 605 S. Waukeenah Street Monticello, Florida 32344 CEO/CFO/Director

#### ARTICLE VI REGISTERED AGENT

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

Deborah M. D'Attile 605 S. Waukeenah Street Monticello, Florida 32344

#### ARTICLE VII INCORPORATOR

The <u>name and address</u> of the Incorporator is:

Deborah M. D'Attile 605 S. Waukeenah Street Monticello, Florida 32344

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

January 31, 2008

Date

January 31, 2008

Date