

PO8000014713

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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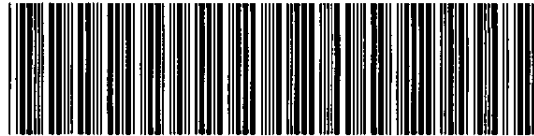
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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02/11/08--01007--002 **78.75

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08 FEB 11 AM 8:28

DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

08 FEB 11 AM 9:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

FEB 11 2008

EXAMINER

**SOVEREIGN EXCHANGE GROUP INC
STEPHEN NEIL
9300 CONROY WINDERMERE RD STE 986
WINDERMERE, FL. 34786**

FILED
08 FEB 11 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JANUARY 1, 2008

SECRETARY OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 637
TALLAHASSEE, FL. 32314

DEAR SIRs:

ENCLOSED PLEASE FIND SEVENTY EIGHT DOLLARS AND SEVENTY
FIVE CENTS COSTS AND HANDLING OF INCORPORATION OF:

SOVEREIGN EXCHANGE GROUP INC.

THANK YOU,

STEPHEN NEIL

Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Sovereign Exchange Group LLC
(Enter Name of Other Business Entity)

L-07000072233

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 5-1-2007
(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:**

Sovereign Exchange Group 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 11 day of February, 2008.

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

Printed Name: Stephen 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)

**ARTICLES OF INCORPORATION
OF
SOVEREIGN EXCHANGE GROUP INC**

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS:

SOVEREIGN EXCHANGE GROUP INC.

ARTICLE II - DURATION

THESE ARTICLES OF INCORPORATION SHALL BE EFFECTIVE UPON APPROVAL BY THE SECRETARY OF STATE OF THE STATE OF FLORIDA. THIS CORPORATION IS TO HAVE PERPETUAL EXISTENCE UNLESS SOONER DISSOLVED ACCORDING TO LAW.

ARTICLE III - PURPOSE

TO ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE STATE OF FLORIDA AND THE UNITED STATES.

ARTICLE IV - CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES THAT A CORPARTION IS AUTHORIZED TO HAVE ANY ONE TIME 1000 SHARES OF COMMON STOCK. EACH HAVING THE PAR VALUE OF \$ 1.00 (ONE DOLLAR) PER SHARE. THE CONSIDERATION TO BE PAID FOR EACH SHARE SHALL BE FIXED BY THE BOARD OF DIRECTORS FROM TIME TO TIME.

ARTICLE V - INITIAL CAPITAL

THE AMOUNT OF CAPITAL STOCK WITH THIS CORPORATION WILL BEGIN BUSINESS IS ONE THOUSAND DOLLARS (\$1000.00)

ARTICLE VI - ADDRESS

THE INITIAL STREET ADDRESS OF THE PRINICIPAL OFFICE OF THIS CORPORATION WILL BE LOCATED AT:

**9300 CONROY WINDERMERE RD STE 986
WINDERMERE, FL. 34786
(407) 822-7640**

ARTICLE VII - DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUNBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS ADOPTED BY THE SHAREHOLDERS.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES VIII – INITIAL DIRECTORS

THE NAME(S) AND ADDRESS(ES) OF THE BOARD OF DIRECTORS AND THE OFFICE(S) ARE ELECTED AND HAVE QUALIFIED ARE:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
STEPHEN NEIL	CEO	9300 CONROY WINDERMERE RD STE 986 WINDERMERE, FL. 34786
MARCUS SPELLS	CEO	9300 CONROY WINDERMERE RD STE 986 WINDERMERE, FL. 34786
MANTWAN EDWARDS	CEO	9300 CONROY WINDERMERE RD STE 986 WINDERMERE, FL. 34786

ARTICLE IX – SUBSCRIBER(S)

THE NAME AND STREET ADDRESS OF THE SUBSCRIBER (S) OF THESE ARTICLES OF INCORPORATION AND THE NUMBER OF SHARES OF STOCK HE/SHE HAS AGREED TO TAKE IS AS FOLLOWS:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
STEPHEN NEIL	9300 CONROY WINDERMERE RD STE 986 ORLANDO, FL. 32811	33.3
MARCUS SPELLS	9300 CONROY WINDERMERE RD STE 986 WINDERMERE, FL. 34786	33.3
MANTWAN EDWARDS	9300 CONROY WINDERMERE RD STE 986 WINDERMERE, FL. 34786	33.3

ARTICLE X- SUBSCRIBER(S)

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

STEPHEN NEIL
9300 CONROY WINDERMERE RD STE 986
WINDERMERE, FL. 34786

ARTICLES XI – PRE- EMPTIVE RIGHTS

EACH SHAREHOLDER OF THE CORPORATION SHALL BE ENTITLED TO FULL PRE-EMPTIVE RIGHTS TO ACQUIRE HIS (HER) PROPORTIONAL PART OF ANY ISSUED, UNISSUED, OR TREASURY SHARES OF THE CORPORATION AT NET ASSET VALUE.

ARTICLES XII – AMENDMENTS)

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE SHAREHOLDERS AND APPROVED MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL OF THE DIRECTORS AND ALL OF THE SHAREHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT TO THESE ARTICLES OF INCORPORATION BE MADE.

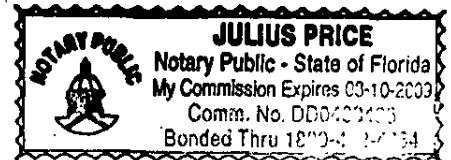
IN WITNESS WHEREEOF, I HAVE SET MY HAND AND SEAL, AND ACKNOWLEDGED AND FILED THE FOREGOING ARTICLES OF INCORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA THIS 1ST DAY OF JANUARY 2008.


STEPHEN NEIL

**STATE OF FLORIDA
COUNTY OF ORANGE**

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENT IN THE THIS STATE AND COUNTY SET FOURTH ABOVE, PERSONALLY APPEARED STEPHEN NEIL KNOWN TO ME AND KNOWN BY ME TO BE THE PERSON (S) WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND THEY ACKNOWLEDGED BEFORE ME THAT THEY EXECUTED THOSE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY SEAL, IN THE STATE AND COUNTY AFORESAID THIS 1ST DAY OF JANUARY 2008.



NOTARY

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING
UPON WHOM PROCESS MAY BE SERVED.**

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED, IN ACCORDANCE WITH
SAID ACT:**

SOVEREIGN EXCHANGE GROUP INC

**HAVING BEEN ORGANIZED UNDER:
THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE AT**

**9300 CONROY WINDERMERE RD STE 986
WINDERMERE, FL. 34786**

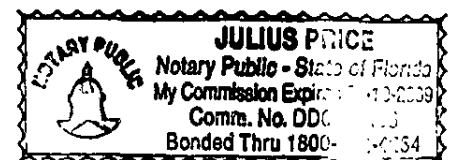
**IN THE CITY OF ORLANDO FL, COUNTY OF ORANGE AND IN THE STATE
OF FLORIDA, AS INDICATED IN THE ARTICLES OF INCORPORATION,
HAS NAMED:**

STEPHEN NEIL

IT'S AGENT TO ACCEPT PROCESS WITHIN THE STATE.

**HAVING BEEN NAMED TO ACCEPT PROCESS SERVICE OF PROCESS FOR
THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN
THIS CERTIFICATE, I HEREBY ACCEPT AND AGREE TO ACT IN SAID
CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID
ACT RELATIVE TO KEEPING SAID OFFICE OPEN.**

**REGISTERED AGENT
STEPHEN NEIL**



NOTARY