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(Business Entity Name)

(Document Number)

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J. BRYAN

APR - 3 2008

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Capitol Properties & Investments, 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:

Elaine Sorrells
(Contact Person)

Capitol Properties & Investments, Inc.
(Firm/Company)

100 East Linton Blvd., 500B
(Address)

Delray Beach, FL 33483
(City, State and Zip Code)

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For further information concerning this matter, please call:

Elaine Sorrells at (561) 846-9880
(Name of Contact Person) (Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|---|---|---|---|
| <input type="checkbox"/> \$105.00 Filing Fees | <input type="checkbox"/> \$113.75 Filing Fees
and Certificate of
Status | <input type="checkbox"/> \$113.75 Filing Fees
and Certified Copy | <input checked="" type="checkbox"/> \$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

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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:

Capitol Properties & Investments, LLC # L030000(4107)
(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 April 21, 2003
(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:

N/A

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation:**

Capitol Properties & Investments, 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 28 day of March, 20 08.

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

Printed Name: Elaine Sorrells 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

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

ARTICLE I NAME

The name of the corporation shall be:

CAPITOL PROPERTIES INVESTMENTS, INC

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailing address is:

100 EAST LINTON BLVD., 500B
DELRAY BEACH, FL 33483

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

MANAGEMENT SERVICES

ARTICLE IV SHARES

The number of shares of stock is:

TWENTY (20)

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

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

ELAINE SORRELLS, PRESIDENT
100 EAST LINTON BLVD, 500B
DELRAY BEACH, FL 33483

ARTICLE VI REGISTERED AGENT

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

ELAINE SORRELLS, PRESIDENT
100 EAST LINTON BLVD., 500B
DELRAY BEACH, FL 33483

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ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

ELAINE SORRELLS, PRESIDENT
100 EAST LINTON BLVD, 500B
DELRAY BEACH, FL 33483

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

Elaine Sorrells
Signature/Registered Agent

Elaine Sorrells
Signature/Incorporator

3/28/08
Date

3/28/08
Date

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