

PD8000059902

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

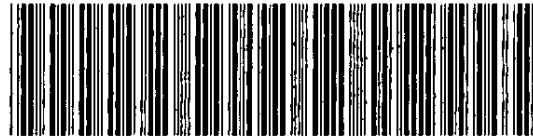
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JUN 20 2008

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SECRETARY OF STATE
DIVISION OF CORPORATION
08 JUN 18 AM 9:44

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50 North Laura Street, Suite 2600
Jacksonville, Florida 32202
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Fax: 904 598-6300
www.sgrlaw.com

SMITH, GAMBRELL & RUSSELL, LLP
Attorneys at Law

Kathy M. Hennessey
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June 9, 2008

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

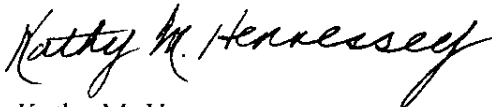
Re: Bluewave Energy, LLC Conversion

Ladies and Gentlemen:

On behalf of our client, Bluewave Energy, LLC, enclosed is a Certificate of Conversion, converting the above-referenced limited liability company to Bluewave Energy, Inc., along with the Articles of Incorporation for the new corporation. Also enclosed is our check in the amount of \$133.75 to cover the filing fee (with certified copies) for both documents.

Please do not hesitate to contact us if you have any questions. Thank you.

Sincerely,



Kathy M. Hennessey
Paralegal

Enclosures

cc: James Perin
Adam J. Buss, Esq.

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BLUEWAVE ENERGY, LLC

(Name of Florida Limited Liability Company)

The enclosed Certificate of Conversion and fee(s) are submitted to convert a Florida Limited Liability Company into an "Other Business Entity" in accordance with s.608.4403, F.S.

Please return all correspondence concerning this matter to:

ADAM J. BUSS, ESQ.

(Contact Person)

SMITH, GAMBRELL & RUSSELL, LLP

(Firm/Company)

50 N. LAURA ST., SUITE 2600

(Address)

JACKSONVILLE, FL 32202

(City, State and Zip Code)

For further information concerning this matter, please call:

ADAM J. BUSS, ESQ.

(Name of Contact Person)

at (904) 598-6129

(Area Code and Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$25.00 Filing Fee

☐ \$30.00 Filing Fee
and Certificate of
Status

☒ \$55.00 Filing Fee
and Certified Copy

☐ \$60.00 Filing Fee,
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:

BLUEWAVE ENERGY, LLC

(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 16, 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**:

BLUEWAVE ENERGY, INC.

(Enter Name of Florida Profit Corporation)

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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 18th day of June, 20 08.

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

Printed Name: James Perin 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
BLUEWAVE ENERGY, INC.**

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**ARTICLE I
Name and Principal Office of Corporation**

The name of this Corporation shall be BLUEWAVE ENERGY, INC. The initial mailing address of this Corporation shall be 1012 MOOSEHEAD DRIVE, ORANGE PARK, FLORIDA 32065.

**ARTICLE II
Nature of Business**

The general nature of the business and activities to be transacted and carried on by this Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

**ARTICLE III
Stock**

The total authorized capital stock of this Corporation shall be 1,000,000 shares of Common Stock, par value \$0.01 per share.

**ARTICLE IV
Incorporator**

The name and street address of the Incorporator of this Corporation as follows:

JAMES PERIN
1012 MOOSEHEAD DRIVE
ORANGE PARK, FLORIDA 32065

**ARTICLE V
Term of Corporate Existence**

This Corporation shall exist perpetually, unless dissolved according to law.

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DIVISION OF CORPORATION

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ARTICLE VI
Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 1012 MOOSEHEAD DRIVE, ORANGE PARK, FLORIDA 32065. The name of the initial Registered Agent of this Corporation at the above address shall be JAMES PERIN.

ARTICLE VII
Initial Board of Directors

The name and street address of the sole member of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of the shareholders of this Corporation, and thereafter until his successor is elected and has qualified, is as follows:

JAMES PERIN
1012 MOOSEHEAD DRIVE
ORANGE PARK, FLORIDA 32065

ARTICLE VIII
Bylaws

The Board of Directors shall adopt Bylaws for the Corporation. The Bylaws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the Bylaws.

ARTICLE IX
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon the shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand as of this 20th day of May, 2008.

By: J. P.
JAMES PERIN
Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

BLUEWAVE ENERGY, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated 1012 MOOSEHEAD DRIVE, ORANGE PARK, FLORIDA 32065, as its initial Registered Office and has named JAMES PERIN, located at said address as its initial Registered Agent.

By: J. P.
JAMES PERIN
Incorporator

Having been named Registered Agent for the above-stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as Registered Agent.

J. P.
JAMES PERIN
Registered Agent